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DUNGEON

A Dungeons & Dragons® Roleplaying Game Supplement

DUNGEON®

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Classic Connections

By Christopher Perkins

This month, Wizards is releasing *Dungeons of Dread*™, a hardcover compilation of the classic S series of adventure modules published by TSR thousands of years ago. Most of us old-timers know these adventures by heart and have fond memories of the terrors contained within. The steamrolling juggernaut in *Tomb of Horrors*™. The giant crab in *White Plume Mountain*™. The "cute little bunnyoid on a stump" in *Expedition to the Barrier Peaks*™. Iggwilv's daughter in *The Lost Caverns of Tsojcanth*™. Ah, good times.

Two of our adventures this month have ties to the S series. "Never Say Die" was inspired by a map in *White Plume Mountain* that shows various neighboring locations. Although the adventure takes place in the shadow of the legendary volcano, it can be easily dropped into your home campaign. It starts off with the heroes taken prisoner and hunted by gnolls in the Twisted Thickets; however, if your players are squeamish about losing their gear and running through briars in nothing but loincloths, you can always skip to the part where they storm Dead Gnoll's Eye Socket and send the gnolls packing.

Our feature adventure, "Court of the Dark Prince," has a more subtle connection to the S series. The main villain, Graz'zt, made his first big splash in *The Lost Caverns of Tsojcanth* as one of several demon princes described in the module's *Monster Manual*®-like appendix. However, heroes don't get to fight him in that adventure. In "Court of the Dark Prince," they can. However, I assure you the demon prince is no pushover, particularly on his home turf. Characters hoping to unseat the Lord of Azzagrat are in for one hell of a fight. It's been a while since *Dungeon* has published an adventure set in the Abyss, and this one makes a fine capstone to any epic tier campaign.

Our third adventure is a loving adaptation of module T1, *The Village of Hommlet*™. Gary Gygax, who wrote three of the four S series adventures, also wrote the T series. A few years ago, Andy Collins updated module T1 for the 4th Edition rules, and the published product was given away (in limited quantity) as a special DM reward through the Wizards Play Network™. We decided to commandeer it, sprinkle in lots of new art, and rerelease it to D&D Insider™ subscribers this month. I doubt this latest version of the adventure will kick off as many new campaigns as the original, but there are lots of new D&D® players out there who need to be taught a lesson about the perils of giant frogs!

I'd like to wrap up by saying that April 1st is fast approaching, and you know what that means: Our submission window will be opening soon. We could use more short adventures and Side Treks, so keep that in mind as you send us pitches. We could also use a few more paragon tier adventures to fill some holes toward the end of the year. We don't have all of our monthly themes sorted out yet, but some of the ones we're batting around include "the lost world," "food," "nature," and "politics." Proposals tied to specific campaign settings are fine, but we have a strong preference for adventures that are easy to adapt for home campaign use. Finally, if you've been playtesting "D&D Next" and have a great idea for a D&D Next adventure, go ahead and pitch it. We might just say yes.

Never Say Die

A D&D® adventure for characters of levels 4–6

By Claudio Pozas

Illustration by Tyler Walpole

Cartography by Jared Blando

In the shadow of White Plume Mountain lies a smaller, lesser known landmark whose eerie silhouette has earned it the ominous name of Dead Gnoll's Eye Socket. For years, adventurers determined to unearth the mysteries and treasures of White Plume Mountain sought refuge in the caves beneath this hill, which clearly resembles a supine gnoll with water trickling from its cavelike eye socket. Recently, a small tribe of gnolls has taken over this hill. Their bloodlust and devotion to Yeenoghu drive them to capture and hunt humanoid prey, and the adventurers are their latest victims.

"Never Say Die" is inspired by locations introduced in the classic AD&D™ adventure module S2, *White Plume Mountain*, written by Lawrence Schick.[1] The locations and the antagonists featured in "Never Say Die" can easily be dropped into any home campaign.

[1] Wizards of the Coast has compiled all four of the original S series adventures into a single premium hardcover book called *Dungeons of Dread*™, on sale now.

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Background

Far to the north of most civilized lands, a solitary volcano rises from the surrounding countryside, its peak spewing a feathery white cloud of smoke and hot ash: the fabled White Plume Mountain. Millennia ago, the renegade wizard Keraptis carved out a dungeon under White Plume Mountain and turned it into his personal sanctuary. In time, the wizard disappeared, and other creatures took over his dungeon. The volcano's reputation has steadily grown over the years, luring many bold adventurers to their doom.

A gnoll tribe has recently laid claim to a small network of caves under Dead Gnoll's Eye Socket, a curiously shaped landform southwest of White Plume Mountain. While exploring the cave complex, they discovered a natural rock formation that bore an uncanny resemblance to their demon lord patron, Yeenoghu. Seeing this event as a sign of Yeenoghu's favor, the tribe settled in the caves, claiming the territory south of White Plume Mountain as its hunting grounds. In honor of Yeenoghu, the gnolls capture sentient humanoids and hunt them for sport in the nearby briar maze known as the Twisted Thickets. Scores of victims have fallen before the gnolls' slavering jaws over time, and unless some heroes arise to stop the bloody sport, countless more will surely perish.

Synopsis

The gnolls have captured the characters. Whether you play out this incident as a battle between the characters and an overwhelming force of gnolls, or simply narrate it after the fact (using the read-aloud text in "Into the Twisted Thickets") is up to you.

After stripping the characters of all equipment except their armor and clothing, the gnolls drag them to an expansive briar maze known as the Twisted Thickets and set them loose. Then, armed to the teeth, the gnolls hunt down their prey. The characters must survive the hunt and outwit their pursuers.

After dealing with the gnoll hunters, the characters can try to reclaim their lost equipment and exact revenge on the gnoll tribe, which lairs in the caves beneath Dead Gnoll's Eye Socket.

Into the Twisted Thickets

To begin the adventure, read:

While traveling in the vicinity of White Plume Mountain, you sought refuge in a network of caves under a lonely hill called Dead Gnoll's Eye Socket. The locals claimed that the name of the hill came from its faint resemblance to a dead gnoll lying on its back, with water trickling from one hollow eye like blood from a wound. You ran afoul of the gnolls infesting the caves, and after a bloody battle, the surviving gnolls overwhelmed you and stripped you of your weapons. Leaving your possessions in their caves, the gnolls dragged you a couple of miles east, into the entrance of a vast and twisted maze of 10-foot-tall thickets. Here, it seems, they intend to release you and hunt you for sport.

A war band of twenty gnolls and twelve hyenas escorts the characters to the Twisted Thickets. Each character's hands are bound behind his or her back, and these ropes are fastened to a noose around the neck. Before the hunt begins, the gnolls cut these bonds, allowing the characters to move freely. Aside from their armor, the characters have no equipment.

The Twisted Thickets is a sprawling maze with 10-foot-high plant walls. These bushes are not neatly trimmed hedges, but unshapely patches of impenetrable, thorny brush with narrow, naturally formed passageways meandering through them. Becoming lost in the tangle would be all too easy.

If the characters refuse to play the hunt game, the gnolls kill them outright (unless they make a good case for some alternate sport). Given the gnolls' overwhelming numbers, the best chance the characters have of surviving is to play along and try to get their payback later.

Using This Adventure

This adventure begins with the heroes captured and about to be hunted for sport. The characters must rely on their resourcefulness and ingenuity to survive the hunt, scavenge whatever they need from their gnoll pursuers, and then head back into the gnolls' lair in search of their equipment and revenge. For all its drama, this adventure is short enough to be played in a single game session.

Not every group will take kindly to starting the adventure in such a dire predicament. If your players prefer to have a fighting chance, feel free to throw the entire weight of the gnoll tribe at the characters. Given their superior numbers, speed, and strength, the gnolls should take only a few rounds to overwhelm the characters and knock them unconscious for the later hunt.

Upon releasing the characters, one gnoll says:

"You have one hour. Then we go in and kill you. Run, little bunnies. Run for your lives!"

Since they are chaotic evil creatures, the gnolls don't wait the full hour. After half an hour, their bloodlust gets the better of them, and they cackle with glee as they set out after their prey.

The gnolls simply butcher any characters who do not flee into the Twisted Thickets. Any character who succeeds on a DC 8 Insight check realizes that the gnolls are determined to kill the party one way or the other, and that negotiating with them is not a viable option.

Hunted!

Skill Challenge Level 5 (800 XP)

When the challenge starts, read:
Thickets and thorn bushes extend as far as the eye can see. The paths through this maze twist and turn, and half-gnawed bones lie here and there. A few crows circling overhead watch the scene below with eager eyes.

This skill challenge covers the characters' attempts to navigate the Twisted Thickets while trying to evade—or perhaps ambush—their gnoll pursuers. The gnolls split into several groups as they enter the Twisted Thickets, and savvy characters can use this fact to their advantage.

All characters must contribute to the skill challenge. To make the challenge run smoothly, have the players roll initiative and resolve skill checks in initiative order. After each skill check made as part of this challenge, roll a d10 to determine whether a random encounter occurs.

Level: 5 (800 XP).

Complexity: 4 (requires 10 successes before 3 failures).

Primary Skills: Acrobatics, Athletics, Bluff, Endurance, Insight, Nature, Perception, Stealth, Thievery.

Acrobatics (DC 15, trained only): The character tries to pass through the briars rather than between them, creating a path that his or her companions can follow. A failed check counts as one failure in the skill challenge, and the character also loses a healing surge.

Athletics or Endurance (DC 22): The character tries to put more distance between the party and the gnolls. Other characters in the same group can make similar checks to aid another. If the check fails, it counts as one failure in the skill challenge, and one random character in the group loses a healing surge.

Bluff (DC 15): One character acts as a decoy, either to draw pursuing gnolls astray or to lure them into a trap or ambush.

Insight (DC 15): The character tries to guess the gnolls' tactics and movements. Success on this check can count as a success on the skill challenge or allow the characters to erase one failure they have gained previously.

Nature or Perception (DC 15): The character's inner compass or observation skills guide the party through the Twisted Thickets. A failed check counts as one failure in the skill challenge and also imposes a –2 penalty on the next skill check made as part of this challenge.

Nature or Thievery (DC 22): The character sets up a trap using unstable ground, thorny briars, and other natural elements. If the check fails by 5 or more, reroll any result of "No Encounter" on the next random encounter check.

Perception (DC 22): The character acts as a lookout, trying to keep stalking gnolls from surprising the group.

Stealth (DC 22): The character finds a good place to hide, either to avoid gnoll pursuers or to set up an ambush. A successful check earns one success in the challenge and also allows the party to gain surprise in any random encounter that occurs before the next skill check is made in the challenge.

Success: The characters escape the Twisted Thickets, leaving any remaining gnoll pursuers trapped in the maze. The party avoids the "Showdown!" encounter (see below) and can head west to Dead Gnoll's Eye Socket.

Failure: The gnolls find and attack the characters. Run the "Showdown!" encounter. If the characters survive, they can make their way out of the Twisted Thickets and head west to Dead Gnoll's Eye Socket.

Random Encounters

After a character makes a skill check as part of the skill challenge, roll a d10 and consult the table below to determine what the group encounters:

d10	Encounter
1-5	No encounter
6	Twig blight swarm
7-8	Gnoll hunters
9	Greedy minotaur
10	Deathpledged pack

Twig Blight Swarm (Level 1; 200 XP)

1 twig blight swarm

These plants emerge from a wall of bushes and descend upon the characters like a wave of thorns and branches. Each character must make a DC 15 Perception check; those who fail are surprised.

Until the twig blight swarm is defeated, roll for another random encounter at the end of each round after the surprise round until something else shows up. (Combat with the twig blight swarm has a chance of attracting some other potential threat, including another twig blight swarm).

MAPPING THE TWISTED THICKETS

The Twisted Thickets are too vast and sprawling to map in their entirety, and the adventure doesn't include any tactical maps for this area. To run encounters in the maze, draw twisted, labyrinthine passages on a battle map or other surface and assume the walls are made of 10-foot-high, nigh-impenetrable briars. Most of the passages that wind through the briars are 5 or 10 feet wide. Occasionally, if it serves a particular encounter, the maze might feature a wide-open area that allows for more tactical movement. The layout is left to your discretion.

The swarm can move through the thickets as though they were normal terrain.

Twig Blight Swarm	**Level 5 Brute**
Large fey humanoid (plant, swarm)	XP 200
HP 74; **Bloodied** 37	**Initiative** +6
AC 17, **Fortitude** 17, **Reflex** 18, **Will** 15	**Perception** +9
Speed 5 (forest walk), climb 5	Darkvision
Resist half damage from melee and ranged attacks; **Vulnerable** 10 against close and area attacks	
Traits	
☼ **Swarm Attack ✦ Aura** 1	
An enemy that ends its turn in the aura takes 3 damage.	
Rooted	
The swarm cannot be pulled, pushed, or slid.	
Swarm	
The swarm can occupy the same space as another creature, and an enemy can enter its space, which is difficult terrain. It can squeeze through any opening that is large enough for a Small creature.	
Standard Actions	
⊕ **Swarm of Claws** (poison) **✦ At-Will**	
Attack: Close burst 1 (enemies in the burst); +10 vs. AC	
Hit: 2d8 + 7 poison damage.	
Str 12 (+3) **Dex** 19 (+6) **Wis** 14 (+4)	
Con 14 (+4) **Int** 6 (+0) **Cha** 10 (+2)	
Alignment chaotic evil **Languages** Elven	

Gnoll Hunters (Level 4; 900 XP)

2 gnoll huntmasters
4 hyenas

The huntmasters attack at range with their longbows while the hyenas gang up on the nearest enemy.

Defeating the huntmasters and the hyenas counts as one success in the skill challenge.

2 Gnoll Huntmasters	**Level 5 Artillery**
Medium natural humanoid	XP 200
HP 50; **Bloodied** 25	**Initiative** +4
AC 19, **Fortitude** 17, **Reflex** 18, **Will** 15	**Perception** +11
Speed 8	Low-light vision
Traits	
Pack Attack	
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.	
Standard Actions	
⊕ **Handaxe** (weapon) **✦ At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d6 + 3 damage, or 2d6 + 5 while the gnoll is bloodied.	
➳ **Longbow** (weapon) **✦ At-Will**	
Attack: Ranged 30 (one creature); +12 vs. AC	
Hit: 1d10 + 8 damage, or 1d10 + 10 while the gnoll is bloodied.	
Skills Stealth +11	
Str 16 (+5) **Dex** 19 (+6) **Wis** 14 (+4)	
Con 14 (+4) **Int** 8 (+1) **Cha** 7 (+0)	
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, handaxe, longbow, 30 arrows	

4 Hyenas	**Level 2 Skirmisher**
Medium natural beast	XP 125 each
HP 37; **Bloodied** 18	**Initiative** +5
AC 16, **Fortitude** 14, **Reflex** 13, **Will** 12	**Perception** +7
Speed 8	Low-light vision
Traits	
☼ **Harrier ✦ Aura** 1	
Any enemy in the aura grants combat advantage.	
Pack Attack	
The hyena's attacks deal 1d6 extra damage to any enemy adjacent to two or more of the hyena's allies.	
Standard Actions	
⊕ **Bite ✦ At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 2d6 + 3 damage.	
Str 16 (+4) **Dex** 15 (+3) **Wis** 12 (+2)	
Con 13 (+2) **Int** 2 (-3) **Cha** 5 (-2)	
Alignment unaligned **Languages** –	

Greedy Minotaur (Level 1; 350 XP)

1 minotaur soldier

A minotaur is scouring the maze for treasure. It regards the characters with suspicion and attacks gnolls on sight. A clever character can turn the minotaur loose on gnolls with a DC 22 Bluff, Diplomacy, or Intimidate check. (Other characters can aid on the check.) If the check fails by 5 or more, the minotaur demands treasure and attacks if payment is not forthcoming. If the check succeeds, the minotaur heads off in search of gnolls to slay, and the party gains one success in the skill challenge (as well as XP as though they had defeated the minotaur in combat).

Minotaur Soldier	**Level 8 Soldier**
Medium natural humanoid	XP 350 each
HP 89; **Bloodied** 44	**Initiative** +8
AC 24, **Fortitude** 22, **Reflex** 19, **Will** 19	**Perception** +11
Speed 6	
Standard Actions	
⊕ **Battleaxe** (weapon) **✦ At-Will**	
Attack: Melee 1 (one creature); +13 vs. AC	
Hit: 1d10 + 8 damage, and the minotaur uses *shield bash* against the same target.	
Minor Actions	
⸸ **Shield Bash ✦ At-Will** (1/round)	
Requirement: The minotaur must be using a shield.	
Attack: Melee 1 (one creature); +11 vs. Fortitude	
Hit: 1d6 damage, and the target falls prone.	
Triggered Actions	
⸸ **Goring Toss ✦ At-Will**	
Trigger: An enemy adjacent to the minotaur shifts.	
Attack (Immediate Interrupt): Melee 1 (the triggering enemy); +11 vs. Reflex	
Hit: 1d6 + 5 damage, the target is immobilized until the end of its turn, and the minotaur slides the target up to 2 squares to a square adjacent to the minotaur.	
Str 20 (+9) **Dex** 14 (+6) **Wis** 12 (+6)	
Con 17 (+7) **Int** 10 (+4) **Cha** 13 (+5)	
Alignment unaligned **Languages** Common	
Equipment heavy shield, battleaxe	

Treasure: The minotaur stumbled upon the remains of a dead adventurer and carries a random common or uncommon magic item of level 1d4 + 4.

Deathpledged Pack (Level 3; 600 XP)

3 deathpledged gnolls

These gnolls try to gang up on one enemy at a time. The first time a deathpledged gnoll drops to 0 hit points, its *claws of Yeenoghu* power activates.

Defeating the gnolls counts as one success in the skill challenge.

3 Deathpledged Gnolls	**Level 5 Brute**
Medium natural humanoid	XP 200 each
HP 74; **Bloodied** 37	**Initiative** +4
AC 18, **Fortitude** 18, **Reflex** 16, **Will** 16	**Perception** +4
Speed 8	Low-light vision
TRAITS	
Pack Attack	
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.	
STANDARD ACTIONS	
⊕ **Longspear** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d6 + 9 damage, or 2d6 + 11 while the gnoll is bloodied.	
TRIGGERED ACTIONS	
Claws of Yeenoghu (healing) ✦ **Encounter**	
Trigger: The gnoll first drops to 0 hit points.	
Effect (No Action): The gnoll regains 5 hit points, gains 1 action point, and gains resist 15 to all damage. At the end of its next turn, the gnoll drops to 0 hit points.	
Str 18 (+6)	**Dex** 15 (+4) **Wis** 15 (+4)
Con 14 (+4)	**Int** 9 (+1) **Cha** 7 (+0)
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, light shield, longspear	

Showdown!

Combat Encounter Level 7 (1,600 XP)

If the characters fail the skill challenge in the Twisted Thickets, or if they force a confrontation with their gnoll pursuers in the thicket maze, use the following encounter.

Light: Bright light (day) or dim light (moonlight).

Monsters: 2 deathpledged gnolls, 2 gnoll huntmasters, 4 hyenas, 1 fang of Yeenoghu.

Read:

Crows gather overhead, hungry for carnage. The cackling of gnolls grows louder, portending an imminent showdown.

In this encounter, the remaining gnolls, led by a fang of Yeenoghu, catch up to the characters in a random location of the Twisted Thickets. (The exact place isn't important.) If the characters triggered the encounter by failing the skill challenge, the gnolls surround them in a 30-foot-wide open area in the middle of the thorny labyrinth. If the heroes forced a confrontation to slay their pursuers, the players must describe where they want to engage the enemies and create a map that satisfies their expectations.

Tactics: Unless they are surprised, the gnolls and hyenas encircle the characters. The fang of Yeenoghu, the deathpledged gnolls, and the hyenas charge forward, focusing on one or two enemies to reap the benefits of their *pack attack* and *harrier* traits. The huntmasters loose arrows from the rear.

If the gnolls are surprised, they cannot surround the characters and instead approach from one direction. This situation grants the party greater mobility

2 Deathpledged Gnolls	**Level 5 Brute**
Medium natural humanoid	XP 200 each
HP 74; **Bloodied** 37	**Initiative** +4
AC 18, **Fortitude** 18, **Reflex** 16, **Will** 16	**Perception** +4
Speed 8	Low-light vision
TRAITS	
Pack Attack	
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.	
STANDARD ACTIONS	
⊕ **Longspear** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d6 + 9 damage, or 2d6 + 11 while the gnoll is bloodied.	
TRIGGERED ACTIONS	
Claws of Yeenoghu (healing) ✦ **Encounter**	
Trigger: The gnoll first drops to 0 hit points.	
Effect (No Action): The gnoll regains 5 hit points, gains 1 action point, and gains resist 15 to all damage. At the end of its next turn, the gnoll drops to 0 hit points.	
Str 18 (+6)	**Dex** 15 (+4) **Wis** 15 (+4)
Con 14 (+4)	**Int** 9 (+1) **Cha** 7 (+0)
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, light shield, longspear	

2 Gnoll Huntmasters	**Level 5 Artillery**
Medium natural humanoid	XP 200
HP 50; **Bloodied** 25	**Initiative** +4
AC 19, **Fortitude** 17, **Reflex** 18, **Will** 15	**Perception** +11
Speed 8	Low-light vision
TRAITS	
Pack Attack	
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.	
STANDARD ACTIONS	
⊕ **Handaxe** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d6 + 3 damage, or 2d6 + 5 while the gnoll is bloodied.	
➢ **Longbow** (weapon) ✦ **At-Will**	
Attack: Ranged 30 (one creature); +12 vs. AC	
Hit: 1d10 + 8 damage, or 1d10 + 10 while the gnoll is bloodied.	
Skills Stealth +11	
Str 16 (+5)	**Dex** 19 (+6) **Wis** 14 (+4)
Con 14 (+4)	**Int** 8 (+1) **Cha** 7 (+0)
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, handaxe, longbow, 30 arrows	

4 Hyenas	Level 2 Skirmisher
Medium natural beast	XP 125 each
HP 37; **Bloodied** 18	**Initiative** +5
AC 16, **Fortitude** 14, **Reflex** 13, **Will** 12	**Perception** +7
Speed 8	Low-light vision
Traits	
☼ **Harrier ✦ Aura** 1	
Any enemy in the aura grants combat advantage.	
Pack Attack	
The hyena's attacks deal 1d6 extra damage to any enemy adjacent to two or more of the hyena's allies.	
Standard Actions	
⊕ **Bite ✦ At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 2d6 + 3 damage.	
Str 16 (+4) **Dex** 15 (+3) **Wis** 12 (+2)	
Con 13 (+2) **Int** 2 (-3) **Cha** 5 (-2)	
Alignment unaligned **Languages** –	

in the ensuing battle and allows one or more avenues of escape.

Treasure: The fang of Yeenoghu wears a demonic wooden mask set with two obsidian tusks worth 100 gp each. On a rope around its neck hangs a blood-stained pouch containing 20 gp.

Dead Gnoll's Eye Socket

Dead Gnoll's Eye Socket lies about 2 miles south of White Plume Mountain, in an area where fissures and cracks caused by seismic activity crisscross the ground. Some of the humidity of the Great Swamp has seeped through these fissures, creating dense undergrowth in the area surrounding the hill. Only the sulfurous seepage of White Plume Mountain has kept the area from being completely overgrown. Still, vegetation in the area is twisted and thorny, as if to ward off adventurers and other interlopers.

Fang of Yeenoghu	Level 7 Skirmisher (Leader)
Medium natural humanoid, gnoll	XP 300
HP 77; **Bloodied** 38	**Initiative** +9
AC 21, **Fortitude** 18, **Reflex** 19, **Will** 18	**Perception** +3
Speed 8	Low-light vision
Traits	
Pack Attack	
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.	
Standard Actions	
⊕ **Cudgel of Bloody Teeth** (weapon) **✦ At-Will**	
Attack: Melee 1 (one creature); +12 vs. AC	
Hit: 2d6 + 8 damage, or 2d6 + 10 while the gnoll is bloodied. The target takes ongoing 5 damage (save ends).	
⸸ **Relentless Push** (weapon) **✦ At-Will**	
Effect: Before the attack, the gnoll shifts up to 2 squares.	
Attack: Melee 1 (one creature); +12 vs. AC	
Hit: 1d10 + 10 damage, or 1d10 + 12 while the gnoll is bloodied. The gnoll can push the target 1 square.	
Effect: One ally within 5 squares of the gnoll can shift 1 square as a free action.	
✧ **Howl of the Demon ✦ Recharge** ⁞⁞	
Effect: Close burst 5 (allies in the burst). Each target can make a melee basic attack as a free action.	
Str 16 (+6) **Dex** 19 (+7) **Wis** 11 (+3)	
Con 13 (+4) **Int** 10 (+3) **Cha** 16 (+6)	
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, cudgel of bloody teeth (greatclub)	

Entrances

A tunnel obscured by foliage leads to area 1 of the gnolls' underground lair. The characters are already aware of this entrance because their gnoll captors dragged them through it.

Characters can also reach the caves through the "open jaws" (area 8) or the "weeping eye socket" (area 9), which are 100 feet high and 70 feet high, respectively. Scaling the rocky hillside without climbing gear requires DC 15 Athletics checks.

Finally, a character who searches the area and succeeds on a DC 15 Nature check or Perception check locates a hidden entrance at the base of the hill (area 10).

1. River Cave

Combat Encounter Level 6 (1,275+ XP)

A fern-curtained tunnel leads into the hillside, where it descends for a few paces before opening into a large cavern. A small waterfall on the far side feeds a broad, shallow brook that cuts through the cavern floor before forming a pool near the south wall. The wet, moss-covered stone floor glitters under the light of a crude brazier that burns near the entrance to another tunnel.

The cave stinks of rotting meat and wet dogs.

This cavern is the primary keeping pen for the tribe's hyenas. Their caretaker is an aging chosen of Yeenoghu, whose ability to call forth hyena spirits marks him as the only possible rival for the tribe's leader (see area 6). Still, the chosen has no desire to lead.

With most of the tribe's hyenas out for the hunt, the chosen sits on the far side of the lake, gnawing on bones in the company of three living hyenas and four spirit ones. If the characters enter this cave from area 8, 9, or 10, they gain a surprise round.

Light: Dim light (campfire).

Monsters: 1 chosen of Yeenoghu, 3 hyenas, 4+ hyena spirits.

When the chosen notices the characters, read:
A mangy gnoll with matted fur and milky white eyes rises to his full 7 feet of height and snarls. By his side, three hyenas prepare to charge.

When the chosen uses *call beyond the grave*, read:
The glowing forms of four hyenas coalesce around the chamber, their ghostly cackling echoing from the cavern walls.

The brook that cuts through this cavern is difficult terrain. Cave slime covers the brook's bed. A creature that walks on the slime-covered rocks must succeed on a DC 10 Acrobatics check or fall prone. The

DEAD GNOLL'S EYE SOCKET
KEY
1. RIVER CAVE
2. SLIPPERY STAIRS
3. YEENOGHU'S GULLET
4. HIDDEN FISSURE
5. BONE YARD
6. LEADER'S PEN
7. TIGHT PASSAGE
8. OPEN JAWS
9. WEEPING EYE SOCKET
10. HIDDEN ENTRANCE
N
BLANDO

Chosen of Yeenoghu	**Level 7 Elite Controller**
Medium natural humanoid, gnoll	XP 600
HP 156; **Bloodied** 78	**Initiative** +5
AC 21, **Fortitude** 19, **Reflex** 17, **Will** 19	**Perception** +8
Speed 7	Low-light vision
Saving Throws +2; **Action Points** 1	

Traits

Pack Attack
The chosen of Yeenoghu's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.

Standard Actions

Staff (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +12 vs. AC
Hit: 2d8 + 4 damage

Bolt of Ruination (implement, necrotic, teleportation) ✦ **At-Will**
Attack: Ranged 5 (one creature); +10 vs. Fortitude
Hit: 2d6 + 4 necrotic damage, and one hyena spirit within 10 squares of the chosen teleports to a square adjacent to the target.

Minor Actions

Call Beyond the Grave ✦ Encounter
Effect: Four hyena spirits appear in unoccupied squares within 10 squares of the chosen. The chosen takes 5 damage whenever one of its hyena spirits drops to 0 hit points. The spirits disappear at the end of the encounter.

Hyena Spirit ✦ At-Will (1/round)
Effect: One hyena spirit appears in an unoccupied square within 10 squares of the chosen. The chosen takes 5 damage whenever one of its hyena spirits drops to 0 hit points. The spirit disappears at the end of the encounter.

Spirit Strike ✦ At-Will (1/round)
Effect: One hyena spirit within 10 squares of the chosen can make a *bite* attack as a free action, with a +2 bonus to the attack roll.

To the Front (teleportation) ✦ **At-Will** (1/round)
Effect: Each ally adjacent to the chosen can teleport up to 10 squares as a free action.

Skills Arcana +13, Religion +13

Str 16 (+6)	**Dex** 14 (+5)	**Wis** 20 (+8)
Con 14 (+5)	**Int** 20 (+8)	**Cha** 17 (+6)

Alignment chaotic evil **Languages** Abyssal, Common
Equipment hide armor, staff implement

4 Hyenas	**Level 2 Skirmisher**
Medium natural beast	XP 125 each
HP 37; **Bloodied** 18	**Initiative** +5
AC 16, **Fortitude** 14, **Reflex** 13, **Will** 12	**Perception** +7
Speed 8	Low-light vision

Traits

Harrier ✦ Aura 1
Any enemy in the aura grants combat advantage.

Pack Attack
The hyena's attacks deal 1d6 extra damage to any enemy adjacent to two or more of the hyena's allies.

Standard Actions

Bite ✦ At-Will
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 2d6 + 3 damage.

Str 16 (+4)	**Dex** 15 (+3)	**Wis** 12 (+2)
Con 13 (+2)	**Int** 2 (-3)	**Cha** 5 (-2)

Alignment unaligned **Languages** –

4+ Hyena Spirits	**Level 7 Minion Soldier**
Medium shadow beast (undead)	XP 75 each
HP 1; a missed attack never damages a minion.	**Initiative** +9
AC 23, **Fortitude** 19, **Reflex** 19, **Will** 17	**Perception** +10
Speed 8	Darkvision

Traits

Spectral Jaws ✦ Aura 1
Any enemy that starts its turn in the aura is slowed until the end of its next turn.

Standard Actions

Bite ✦ At-Will
Attack: Melee 1 (one creature); +12 vs. AC
Hit: 7 damage.

Str 19 (+7)	**Dex** 19 (+7)	**Wis** 14 (+5)
Con 14 (+5)	**Int** 2 (-1)	**Cha** 7 (+1)

Alignment chaotic evil **Languages** –

chosen of Yeenoghu can ignore the cave slime thanks to his *shoes of water walking*.

A creature that starts its turn prone in the brook moves 1 square toward the pool. Once in the pool, the creature circles for 1d4 rounds before the swirling vortex drags it into the 50-foot tunnel leading to the waterfall in area 9.

Treasure: The chosen of Yeenoghu keeps his personal effects (including 20 gp, 10 pp, and a flawed ruby worth 100 gp) in a heap next to the brazier. A character who searches the chosen's body finds that he is wearing moccasins made of lizard hide. If removed, these moccasins revert to their original human-fitting form. They are *shoes of water walking* (*Mordenkainen's Magnificent Emporium*™, page 64).

Tactics

In the first round of combat, the chosen of Yeenoghu uses *call beyond the grave* to summon the hyena spirits, then *to the front* to teleport the hyenas to a position where they block the cavern's exit, then a *bolt of ruination* to teleport one of the hyena spirits next to an obvious spellcaster. On subsequent rounds, the chosen uses *hyena spirit*, *bolt of ruination*, and either *to the front* or *spirit strike* to keep the characters bottled up.

2. Slippery Stairs

Exploration Encounter

This rising tunnel is a naturally formed staircase with a rivulet of water trickling down its steps. Cackling and demonic gibbering is audible from somewhere ahead.

Perception DC 10: *A bluish slime covers several of these steps.*

Perception DC 15: *At the base of the steps, a crack in the western wall leads to a narrow tunnel.*

The blue slime is a patch of cave slime. A character walking on it must succeed on an DC 10 Acrobatics check or fall prone on the stairs. Such a fall alerts the creatures in area 3. Characters who are aware of the slime can avoid it easily.

The narrow tunnel is area 7.

3. Yeenoghu's Gullet

Combat Encounter Level 5 (1,050 XP)

This cavern serves as a gathering hall and shrine. The gnolls and demons here are making too much noise to hear sounds of combat in area 1.

Light: Bright light (altar brazier).

Monsters: 1 fang of Yeenoghu, 2 blackfang feasters, 2 maw demons.

Read:

A great stone idol dominates this 30-foot-high cavern. Although clearly the result of natural erosion, the 15-foot-tall formation bears an uncanny resemblance to an emaciated gnoll sitting cross-legged. Two large, mismatched gems fitted into its eye sockets glitter under the light of the brazier that burns near its feet. Behind the stone figure, three metal cages hang from the ceiling, tucked amid numerous stalactites. A tunnel branches leads out at the northwestern corner, and a large hole gapes near the south wall.

The blackfang feasters and the fang of Yeenoghu cackle as they gnaw on bones, sucking out the marrow and throwing the empty shells in a bone pit. The two maw demons dance and babble around the idol, much to the gnolls' amusement.

When the monsters first notice the party, read:

A powerfully built gnoll snaps its fingers, and two other gnolls begin to cackle maniacally, drooling in anticipation. Two grotesque creatures with bulbous bodies and oversized mouths cease their horrid dance and lumber toward you, chomping madly.

Bone Pit: An 8-foot-diameter hole near the south wall forms a 10-foot-wide chute that breaks through the ceiling of a bone-filled cave. See area 5 for details.

Cages: Made of crude iron bars wrapped in thorny vines and decorated with teeth, these empty prisons hang 10 feet above the cavern floor. Each cage door bears a lock (Thievery DC 20 to open). The fang of Yeenoghu keeps the master key to all the locks under his sleeping pallet in area 6. A crude rope-and-pulley mechanism allows the gnolls below to raise and lower the cages.

Idol: It takes a DC 15 Athletics check to climb the idol, and a DC 10 Dexterity or Thievery check to remove one of its eyes (see "Treasure").

Sleeping Pallets: Strewn about the cavern are heaps of fur and dried grass that serve as beds for the gnoll tribe.

Treasure: A thorough search of the pallets yields about half of the characters' missing equipment. The idol's eyes are large gemstones worth 250 gp each, but removing them has unforeseen consequences (see "Development"). The fang of Yeenoghu is wearing a *fey-blessed circlet* (*Adventurer's Vault*™ 2, page 62) stained with the blood of the eladrin adventurer from whom he took it months ago.

Fang of Yeenoghu **Level 7 Skirmisher (Leader)**
Medium natural humanoid, gnoll XP 300

HP 77; **Bloodied** 38 **Initiative** +9
AC 21, **Fortitude** 18, **Reflex** 19, **Will** 18 **Perception** +3
Speed 8 Low-light vision

Traits

Pack Attack
The gnoll's attacks deal 5 extra damage to any enemy adjacent to two or more of the gnoll's allies.

Standard Actions

Cudgel of Bloody Teeth (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +12 vs. AC
Hit: 2d6 + 8 damage, or 2d6 + 10 while the gnoll is bloodied. The target takes ongoing 5 damage (save ends).

Relentless Push (weapon) ✦ **At-Will**
Effect: Before the attack, the gnoll shifts up to 2 squares.
Attack: Melee 1 (one creature); +12 vs. AC
Hit: 1d10 + 10 damage, or 1d10 + 12 while the gnoll is bloodied. The gnoll can push the target 1 square.
Effect: One ally within 5 squares of the gnoll can shift 1 square as a free action.

Howl of the Demon ✦ **Recharge** ⚅
Effect: Close burst 5 (allies in the burst). Each target can make a melee basic attack as a free action.

Str 16 (+6) **Dex** 19 (+7) **Wis** 11 (+3)
Con 13 (+4) **Int** 10 (+3) **Cha** 16 (+6)

Alignment chaotic evil **Languages** Abyssal, Common
Equipment leather armor, cudgel of bloody teeth (greatclub)

2 Blackfang Feasters **Level 6 Brute**
Medium natural humanoid, gnoll XP 250 each

HP 89; **Bloodied** 44 **Initiative** +6
AC 18, **Fortitude** 19, **Reflex** 18, **Will** 18 **Perception** +4
Speed 7 Low-light vision

Traits

Pack Attack
The feaster's attacks deal 5 extra damage to any enemy adjacent to two or more of the feaster's allies.

Standard Actions

Ravening Bite ✦ **At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d10 + 4 poison damage, and the target is slowed (save ends).

Devour ✦ **At-Will**
Attack: Melee 1 (one bloodied creature); +9 vs. Fortitude
Hit: 3d10 + 5 damage, and the target falls prone.

Skills Intimidate +11, Stealth +11
Str 16 (+6) **Dex** 16 (+6) **Wis** 13 (+4)
Con 19 (+7) **Int** 10 (+3) **Cha** 16 (+6)

Alignment chaotic evil **Languages** Abyssal, Common
Equipment bone armor

Tactics

The fang wears a circlet that grants him 3 temporary hit points at the start of every encounter. He uses *relentless push* to drive enemies toward the idol or the bone pit. If the feasters and maw demons are all engaged in melee combat, the fang uses *howl of the demon*. Meanwhile, the blackfang feasters try to reap the benefits of their *pack attack* trait while knocking enemies prone using *devour*. The maw demons fight until slain, using *ravenous advance* to move in on bloodied prey.

Development

As soon as the fang of Yeenoghu dies or the gems are removed from the eyes of the stone idol, the bones in the bone pit start knitting together. Any character in

the cavern can hear the disturbance with a DC 15 Perception check. After 5 rounds, the bones assemble into mockeries of the gnolls' forms, crawl out of the bone pit, and attack every living creature inside Dead Gnoll's Eye Socket. See area 5 for details.

2 Maw Demons	**Level 2 Brute**
Medium elemental humanoid (demon)	XP 125 each
HP 42; **Bloodied** 21	**Initiative** +1
AC 14, **Fortitude** 14, **Reflex** 13, **Will** 12	**Perception** +2
Speed 6	Darkvision
Traits	
☼ **Snapping Jaws ✦ Aura** 1	
Enemies within the aura grant combat advantage.	
Standard Actions	
⊕ **Bite ✦ At-Will**	
Attack: Melee 1 (one creature); +5 vs. AC	
Hit: 1d12 + 5 damage.	
Move Actions	
Ravenous Advance ✦ At-Will	
Effect: The demon shifts up to 5 squares to a square adjacent to the nearest bloodied enemy.	
Triggered Actions	
Variable Resistance ✦ Encounter	
Trigger: The demon takes acid, cold, fire, lightning, or thunder damage.	
Effect (Free Action): The demon gains resist 10 to the triggering damage type until the end of the encounter.	
Str 17 (+4) **Dex** 11 (+1) **Wis** 13 (+2)	
Con 12 (+2) **Int** 5 (-2) **Cha** 6 (-1)	
Alignment chaotic evil **Languages** understands Abyssal	

4. Hidden Cave

Exploration Encounter

About 15 feet above the floor of area 3 is a small opening in the wall. A thin stream of water trickles from this opening and runs down the wall, then finally flows down the stairs at area 2.

The opening is 2 feet wide and 3 feet tall—just large enough for a Medium character to squeeze through. After a few feet of tunnel, it opens into a small cave that served as a campsite for a band of halflings and gnomes who ventured into White Plume Mountain many years ago. One of them died of filth fever, and her remains are still here.

Light: None.

Treasure: The halfling's body is wrapped in a beige cloak that is actually a +2 *deep-pocket cloak* (*Adventurer's Vault 2*, page 97). The skeleton clutches a silver holy symbol against its hollow breast. The symbol is worth 100 gp.

5. Bone Pit

Combat Encounter Level 6 (1,225 XP)

An 8-foot-wide, 10-foot-deep chute leads to this sunken chamber, which has a 10-foot-high ceiling. Discarded bones that the gnolls and hyenas have picked clean fill the chamber about halfway. Anyone falling into the pit lands on the bed of bones and takes 1d6 damage.

The bone pit is safe, at least until the fang of Yeenoghu in area 3 is killed. As soon as he dies, the bones come to life, spurred into action by Yeenoghu himself.

Light: None.

Monsters: 7 witherlings.

When the creatures emerge from the pit, read:
Creatures made of knitted bones leap out of the pit and shamble forward like ill-guided puppets.

Tactics

The death of the fang of Yeenoghu (or the theft of the gems from the stone idol in area 3) enrages the gnoll god, who decides to punish the adventurers for their desecration and the gnoll tribe for its failures. The witherlings have no allies but each other. They use *sudden leap* to spring out of the pit into area 3. Once bloodied, the witherlings use *blood dance* and *double attack*.

7 Witherlings	**Level 4 Skirmisher**
Small natural animate (undead)	XP 175 each
HP 56; **Bloodied** 28	**Initiative** +8
AC 18, **Fortitude** 16, **Reflex** 17, **Will** 15	**Perception** +2
Speed 8, climb 6	Low-light vision
Traits	
Combat Advantage	
If a witherling hits with an attack against a creature that grants it combat advantage, that creature takes 1d6 extra damage.	
Pack Attack	
The witherling's attacks deal 2 extra damage to any enemy adjacent to two or more of the witherling's allies.	
Standard Actions	
⊕ **Claw ✦ At-Will**	
Attack: Melee 1 (one creature); +9 vs. AC	
Hit: 2d6 + 4 damage, and the target is slowed (save ends).	
ǂ **Double Attack ✦ At-Will**	
Requirement: The witherling must be bloodied.	
Effect: The witherling uses *claw* twice.	
Move Actions	
Sudden Leap ✦ At-Will	
Effect: The witherling jumps 4 squares. During the jump, it gains a +5 bonus to AC against opportunity attacks, and any enemy that misses the witherling with an opportunity attack grants combat advantage to it until the end of the witherling's turn.	
Minor Actions	
Blood Dance ✦ At-Will	
Requirement: The witherling must be bloodied.	
Effect: The witherling shifts up to 2 squares.	
Str 11 (+2) **Dex** 19 (+6) **Wis** 11 (+2)	
Con 16 (+5) **Int** 7 (+0) **Cha** 12 (+3)	
Alignment evil **Languages** Abyssal, Common	

6. Gnolls' Den

Exploration Encounter

This chamber is the lair of the fang of Yeenoghu who currently leads the gnoll tribe.

Light: Bright light (campfire).

Read:
A campfire illuminates a filthy cavern decorated with grisly hunting trophies. Scrawls written in dried blood cover the walls, and mounds of rags mark the sleeping cots of several large creatures. A narrow fissure leads out from the south end of the chamber.

The writing on the walls is in Abyssal and mostly consists of shout-outs to Yeenoghu, the gnoll god. On the wall above the largest sleeping pallet, the fang of Yeenoghu has scrawled the mantra "Never Say Die" in Abyssal.

Fissure: See area 7 for details.

Treasure: Amid the sleeping pallets are several worthless hunting trophies, plus bits of bone, teeth, and other worthless junk. Characters who search this area also find about half of their own stolen equipment (the rest can be found in area 3), an iron key that unlocks the cages in area 3, a bloodstained bag containing 200 gp, 120 pp, and a reddish-brown statuette of a human skeleton. The figurine is made of ivory but painted in blood; if cleaned, the tiny skeleton is worth 100 gp.

7. Tight Passage

Exploration Encounter

This 3-foot-wide, 5-foot-tall passage twists and turns for a few dozen feet in complete darkness. It ascends gradually from the foot of the stairs (area 2) to the south wall of the gnolls' den (area 6).

8. Open Jaws

Combat Encounter Level 5 (1,000 XP)

Characters can most easily reach the natural cleft that forms the "open jaws" of Dead Gnoll's Eye Socket either by flight or by scaling the hillside. The 100-foot climb is tiring but relatively safe thanks to the many handholds and footholds in the rock (Athletics DC 12).

This hilltop roost is home to a mated pair of ambush drakes and a flock of stirges that regard trespassers as food.

Monsters: 2 ambush drakes, 5 stirges.

After the characters reach the top, read:
This bowl-shaped basin in the top of the hill is surrounded on two sides by sheer spurs of rock that form the distinctive "jaws" of the supine gnoll. Fluttering overhead are some red bats. Thick foliage and undergrowth covers most of the ground and clings to the walls. Rainwater funnels into a pool in the southwest corner.

Nature DC 10: *The red bats are actually stirges.*

Perception DC 22: *A mean-looking drake hides amid the foliage.*

The two ambush drakes have laired here for months, attracted by the water supply, undergrowth, and high vantage point. The creatures have a nest near the pond (see "Treasure").

The stirges are opportunistic hunters and not the drakes' allies. In fact, the drakes feed on the stirges.

Pond: The pond slowly drains into a slick, 30-foot-long tunnel that descends into Dead Gnoll's Eye Socket. Medium characters have to squeeze through the tunnel, but the tight quarters prevent them from slipping by accident. A small character doesn't need to squeeze but must succeed on a DC 10 Acrobatics check to keep from slipping. A character who fails this check slides all the way into area 1, falling prone near the east wall and taking 1d10 damage.

A character who wants to slide on purpose must make a DC 15 Acrobatics check. If successful, the character slides into area 1 and lands upright (catching the creatures there by surprise). It takes 1 round to slide down the tunnel.

Treasure: The drakes' nest contains two ambush drake eggs (worth 500 gp apiece to an interested buyer, but see "Development"), a silver necklace (50 gp), and a signet ring bearing the seal of a distant land (30 gp).

Tactics

The drakes try to gain surprise and gang up on one target, using *shifting strike* to avoid opportunity attacks as they move to flanking positions. If either ambush drake dies before the other is bloodied, the survivor flies off. A bloodied ambush drake fights to the death.

After combat erupts between the characters and the drakes, the stirges join the fray. They avoid the ambush drakes as long as other prey is present.

Development

Characters who keep the drake eggs can try to rear the ambush drake hatchlings, but the creatures are notoriously temperamental. By the time they are one month old, the drakes begin to display their aggressive, violent tendencies. A character who takes the time to bond with the drakes can learn to control them, but doing so requires that the character focus on rearing the drakes for a period of three months. At the end of each month, the character must succeed on a DC 23 Nature check for each drake he or she is attempting to rear. If a check fails, the young drake either attacks the character or flies away. If all three checks succeed, the drake becomes the character's loyal (if aggressive) pet. Make it a companion character.

2 Ambush Drakes	Level 6 Skirmisher
Medium natural beast (reptile)	XP 250 each
HP 71; **Bloodied** 35	**Initiative** +7
AC 20, **Fortitude** 19, **Reflex** 18, **Will** 16	**Perception** +3
Speed 6, fly 4 (clumsy)	
Standard Actions	
⊕ **Claws** ✦ **At-Will**	
Attack: Melee 1 (one creature); +11 vs. AC	
Hit: 2d6 + 7 damage.	
⸸ **Shifting Strike** ✦ **At-Will**	
Attack: Melee 1 (one creature); +11 vs. AC	
Hit: 2d6 + 7 damage.	
Effect: The drake can shift 1 square before or after the attack.	
Minor Actions	
Ravenous ✦ **At-Will**	
Requirement: The drake must be bloodied.	
Effect: The drake shifts up to 2 squares to a square closer to a bloodied enemy.	
Skills Stealth +10	
Str 16 (+6) **Dex** 14 (+5) **Wis** 11 (+3)	
Con 15 (+5) **Int** 3 (-1) **Cha** 6 (+1)	
Alignment unaligned **Languages** –	

5 Stirges	Level 1 Lurker
Small natural beast	XP 100 each
HP 22; **Bloodied** 11	**Initiative** +7
AC 15, **Fortitude** 12, **Reflex** 15, **Will** 12	**Perception** +0
Speed 2, fly 6	Darkvision
Traits	
Nimble Bloodsucker	
While it has a creature grabbed, the stirge gains a +5 bonus to AC and Reflex.	
Standard Actions	
⊕ **Bite** ✦ **At-Will**	
Requirement: The stirge must not be grabbing a creature.	
Attack: Melee 1 (one creature); +6 vs. AC	
Hit: 1d4 + 5 damage, and the stirge grabs the target (Escape DC 12). Until the grab ends, the target takes ongoing 5 damage.	
Skills Stealth +8	
Str 8 (-1) **Dex** 16 (+3) **Wis** 10 (+0)	
Con 10 (+0) **Int** 1 (-5) **Cha** 4 (-3)	
Alignment unaligned **Languages** –	

9. Weeping Eye Socket

Exploration Encounter

This cave opening commands a wide view of the surrounding countryside, with the Twisted Thickets a few miles to the east and greener lands to the south. A waterfall gives this oval opening the appearance of a vacant eye socket weeping. The waterfall drops 70 feet and spills into a 10-foot-deep pond at the base of the hill (see area 10).

Characters who climb up to the eye socket (Athletics DC 12) can crawl inside and make their way up a 5-foot-wide passageway leading to area 1. The tunnel is slippery, requiring a DC 15 Acrobatics check to avoid falling prone. If this check fails by 5 or more, the character is swept out of the tunnel and plunges into the pool of water, taking 3d10 damage (the water isn't deep enough to fully cushion the fall) and provoking a surprise attack from the bloodfire ooze that lairs there (see area 10 for details).

10. Bloodfire Pool

Combat Encounter Level 1 (600 XP)

Several small boulders partially conceal a natural tunnel that cuts into the hillside. A character within 30 feet can spot the entrance with a DC 15 Nature check or Perception check. Near the tunnel entrance is a 10-foot-deep pool of water formed by the waterfall spilling out of the hill's "eye socket" (area 9).

Adventurers used this area as a resting campsite for many years—at least until the gnolls arrived. The gnolls' worship of Yeenoghu, coupled with the volcanic activity from White Plume Mountain, opened a rift to Elemental Chaos. Through this rift came a demonic ooze that now lairs in the pool near the tunnel entrance. While the ooze is underwater, its aura's effect is negated.

Bloodfire Ooze	Level 7 Elite Brute
Large elemental beast (blind, fire, ooze)	XP 600
HP 196; **Bloodied** 98	**Initiative** +4
AC 19, **Fortitude** 21, **Reflex** 18, **Will** 17	**Perception** +8
Speed 6	Blindsight 20
Immune fire; **Vulnerable** 10 cold	
Saving Throws +2; **Action Points** 1	
Traits	
☼ **Bloodfire Aura** (fire) ✦ **Aura** 2	
Any creature that ends its turn in the aura takes 10 fire damage.	
Demonic Fire	
Fire damage dealt by the bloodfire ooze ignores 10 points of the target's fire resistance.	
Ooze	
While squeezing, the ooze moves at full speed rather than half speed, it doesn't take the -5 penalty to attack rolls, and it doesn't grant combat advantage for squeezing.	
Standard Actions	
⊕ **Slam** (fire) ✦ **At-Will**	
Attack: Melee 2 (one creature); +12 vs. AC	
Hit: 2d10 + 7 fire damage.	
⇜ **Fiery Eruption** (fire) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Close burst 3 (creatures in the burst); +10 vs. Fortitude	
Hit: 2d8 + 2 fire damage, and ongoing 5 fire damage (save ends).	
Minor Actions	
⇜ **Sulfuric Breath** (poison) ✦ **At-Will** (1/round)	
Attack: Close blast 3 (creatures in the blast); +10 vs. Fortitude	
Hit: 2d6 + 4 poison damage.	
Triggered Actions	
Boiling Blood (fire) ✦ **Encounter**	
Trigger: The bloodfire ooze is bloodied.	
Effect (Immediate Reaction): The bloodfire ooze recharges *fiery eruption* and uses it.	
Str 15 (+5) **Dex** 13 (+4) **Wis** 11 (+3)	
Con 18 (+7) **Int** 1 (-2) **Cha** 4 (+0)	
Alignment chaotic evil **Languages** –	

Light: Bright light (daylight) or dim light (moonlight).
Monsters: 1 bloodfire ooze.

If the characters inspect the pool, read:
Churned by the waterfall, the water here bubbles more than usual, as if boiling.

The water is poisonous (1d10 poison damage if swallowed), thanks to the bloodfire ooze's presence. After the creature's destruction, the waterfall slowly flushes the poison from the pool over several days.

Tactics: The bloodfire ooze erupts from the pool as soon as a living creature is within range of its *sulfuric breath*. Afterward, it uses *fiery eruption*, then *slam* until its *fiery eruption* power recharges.

Treasure: Once the ooze dies, the characters can collect its ichor in some sort of container (such as an empty waterskin) with a DC 10 Arcana or Thievery check. The ichor works just like *oil of red flame* (*Mordenkainen's Magnificent Emporium*, page 99), and the dead ooze produces enough for two uses.

Concluding the Adventure

The characters can find their equipment, along with the possessions of other victims, heaped inside Yeenoghu's Gullet (area 3) and the Gnolls' Den (area 6). The gnolls have destroyed anything else of value here.

After dealing with the gnolls and reclaiming their stolen possessions, the characters have several options to choose from:

- They can chase rumors of a treasure-filled dungeon under White Plume Mountain;
- They can scour the Great Swamp north of White Plume Mountain in search of an item that someone has tasked them to recover—either from the hut of the evil hag Thingizzard or the lair of Dragotha the dracolich.
- Northwest of White Plume Mountain lie the ruins of Castle Mukos. A descendant of its last owner might have cause to send the party there in search of a lost family heirloom.
- The cracked terrain south of Dead Gnoll's Eye Socket might contain crevices that lead deep into the Underdark.

About the Author

Claudio Pozas is a freelance artist and writer whose recent design credits include *Player's Option: Heroes of Shadow*™ and *Player's Option: Heroes of the Feywild*™. He lives in Rio de Janeiro with his wife, son, and pet dire tiger. Claudio's art can be seen at **claudiopozas.com**.

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Court of the Dark Prince

A D&D® adventure for characters of levels 28-30

By John "Ross" Rossomangno

Illustrations by Milivoj Ćeran and Scott Murphy

Cartography by Sean Macdonald

Within the sacred halls of Kord on Celestia, dark rumors suggest that one of the god's angels has been corrupted by the demon prince Graz'zt. The adventurers are tasked with entering Graz'zt's triple realm of Azzagrat to search for the suspected fallen angel, Galewing.

The locations that make up this adventure are scattered across the planes. Although they can easily be inserted into most campaign worlds, you might want to familiarize yourself with further details of these locales in *Manual of the Planes*™, *The Plane Above: Secrets of the Astral Sea*™, and *The Plane Below: Secrets of the Elemental Chaos*.

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Adventure Background

The angel Galewing forever stood in the service of Kord, garnering glory in countless battles and celestial contests. Like many of the eldest angelic servants of the gods, Galewing had great latitude in seeing his patron's will done. In an effort to gather as much knowledge as possible about the storm god's foes, he seized upon rumors of a trove of lore known as the Library of Whispers. Although maintained by the demon lord Graz'zt, the library was said to be accessible to any creature that respectfully called on the Dark Prince.

Graz'zt surprised the angel with his hospitality, and impressed him with tales of battles against their common foes: Demogorgon, Orcus, and the archdevils of the Nine Hells. Showing no signs of wanting to corrupt Galewing, Graz'zt led the angel to the Library of Whispers and explained its nature. A visitor whispers a secret amid its tall shelves, then receives a secret in return. But left alone with his research, Galewing soon discovered that the Library of Whispers holds a dark secret of its own.

Adventure Synopsis

After meeting with representatives of Kord and Bahamut, the characters must make their way to Azzagrat, possibly seeking out the Witch Queen Iggwilv for assistance. In Graz'zt's realm, they must track down an unusual rumormonger known as the Whittler, or else devise some other scheme for gaining access to the Argent Palace.

After entering the palace, the adventurers must avoid running afoul of Graz'zt's guards and other guests, or of becoming corrupted by the Dark Prince as they seek access to the Whispering Library. There, they attempt to convince Galewing to return to Celestia. Graz'zt is not particularly worried about the situation because he knows that the power of the library will not let the angel go so easily.

Graz'zt

Graz'zt is a demon prince whose absolute evil is wrapped in false refinement and lofty mannerisms. His seemingly polite exterior hides a cruel and cunning mind, and he schemes on a scale that few foes can comprehend. The moment he senses that someone is acting against him, the Dark Prince begins devising a strategy to manipulate the would-be foe to his own advantage.

Galewing

Once a powerful angel of Kord, Galewing is now a shadow of his former self. The curse of the Library of Whispers has addicted him to its hidden knowledge, making him fear what happens if the secrets he has given up to access that knowledge are discovered by his enemies. The library's dark magic has made him paranoid, unable to tell friend from foe, and he is hostile toward anyone who tries to lure him away.

Iggwilv

Iggwilv the Witch Queen is a peerless demonologist, and her knowledge of the Abyss and its inhabitants is unmatched. The histories of Graz'zt and Iggwilv are deeply entwined. She has mastered and enslaved the Dark Prince in the past, and he has done the same to her in return. Through it all, they have loved each other almost as much as each loves to betray.

Iggwilv knows the inner workings of Graz'zt's domain and his dark mind. Due to Iggwilv's nature, dealing with her might turn the characters into pawns in the couple's twisted relationship.

The Whittler

The tiefling known as the Whittler has literally forgotten more about Azzagrat than most will ever know. A longtime resident of the Fogtown neighborhood in Graz'zt's capital city of Zelatar, the Whittler keeps his knowledge securely hidden away behind the haze of amnesia that Fogtown inspires. Planar travelers, criminals, and spies—including agents of Graz'zt—regularly consult the Whittler in the hope that he might relate useful information.

Running the Adventure

The adventure is divided into locations and events, presented in the order they are most likely to be visited by the characters. Based on the party's approach, events might need to be run in a different sequence or even take place at different locations.

The scale of some locations means that full descriptions and maps of every area are beyond the scope of this adventure. An additional encounter or two that you have prepared ahead of time might prove helpful, particularly if the characters take unnecessary risks or stray too far off course.

Even with the power that epic tier characters have at their disposal, reaching Azzagrat could easily become an entire adventure in its own right. Traveling to Graz'zt's domain is discussed in "Location 2: Azzagrat."

Involving the Heroes

The characters are contacted directly by divine agents of Kord or Bahamut. When they are called to Celestia, the adventure begins.

Alternatively, consider the following options for drawing the characters into the adventure.

- A character who follows a deity other than Kord or Bahamut is asked by that god to intervene on Kord's behalf. The character's divine patron hopes to avoid being drawn into a war between Celestia and the Abyss.
- The characters require a crucial secret to complete another quest or to achieve an epic destiny. They have learned that Galewing knows of a repository of secrets that might hold the answer, but the angel's disappearance requires the adventurers to track him to the library.
- If the adventurers are more opportunistic than noble, they might take service with a patron interested in capturing Galewing and interrogating him regarding the library and its secrets.

Storms in Heaven

The party is called to a temple high on the peak of Venya, Kord's domain in Celestia. Within his inner sanctum, the lord of battle rages at the imprisonment—or betrayal—of one of his angels. At his side, Bahamut advises calm deliberation. The two deities have agreed to request the aid of the adventurers to determine what has transpired, even though Kord makes no secret of his disdain for this too-subtle mission.

Because of the danger posed by Kord's temperament, Cerulae, one of the storm god's trusted heralds, is present to speak to the adventurers on his behalf in the antechamber to the god's private halls. She is accompanied by a longtime advisor to Bahamut, a gold dragon named Augillianast. The party is escorted to the meeting place by a contingent of the storm god's angels.

When the characters arrive, read:

A sapphire-hued angel clad in a gleaming breastplate flies in angry circles overhead. Below her, a golden-scaled dragon uncoils and raises his head at your entrance. A thump of his tail draws the angel's attention. "Cerulae, be still, I beseech you. They have arrived."

The angel Cerulae lands in front of two looming golden doors emblazoned with the symbol of Kord. The entryway trembles at some calamity beyond, holding back the roar of either the mightiest storm or a single furious voice.

"Augillianast speaks of patience, but I shall waste no time," says the angel. "A bold and revered soldier of Kord undertook a mission into the halls of the despicable demon lord Graz'zt to seek information regarding our mutual enemies. Since then, no word has been forthcoming. Now Kord fears the worst, as do I. If the demon lord has imprisoned one of our own, then we shall march every legion of Celestia to his gates and bring him war!"

The angel's eyes flash with violence, but Augillianast quickly speaks. "Peace, angel, at least for now. We do not wish to commit ourselves to war without first sending agents to Azzagrat, to locate Galewing and ascertain Graz'zt's intentions—"

"Spies," Cerulae interjects with clear distaste.

"Call them what you wish, but these mortals stand between us and a war that might rage across the planes for ages." The dragon fixes you all with his gaze. "What say you to preventing such a war?"

Cerulae backs up Augillianast's request despite her reservations. Both know that Galewing still lives, but because of the Dark Prince's complete control over his realm, Kord cannot determine if the angel has been imprisoned by Graz'zt or lured into his service. The party must travel to Azzagrat and locate Galewing.

Major Quest: The Search for Galewing

29th-Level Major Quest (15,000 XP/character)

The characters must determine whether the angel Galewing is a prisoner of Graz'zt or has willingly turned to the demon lord's service. They must then deal with the situation accordingly.

In addition to the XP award, worshipers of Kord might receive a divine boon or other suitable reward.

Sowing the Seeds

An adventure near the end of the epic tier is often the culmination of the events that have preceded it. If you have time in the lead-up to running this adventure, place additional hooks in earlier adventures that foreshadow the events here. You can tie characters' epic destinies to complications in the plot, place familiar patrons or their interests in jeopardy, or use these events to seal the fate of the players' favorite recurring villain.

If possible, consider having Cerulae or Augillianast appear in earlier adventures as patrons or sources of information. Alternatively, in the adventure's opening event, replace Augillianast with a representative of the deity of one of the characters.

A recurring villain from your campaign can become one of the visitors to the Argent Palace, seeking Graz'zt's aid to be rid of the party once and for all. In an unusual twist, the adventurers might even ally themselves with their former foe to stand against the greater evil of the Dark Prince.

Finally, the Whispering Library is a repository of untold lore. Characters might find the answers here to riddles or mysteries that have troubled them throughout their lives. The answers to such riddles might even be the key to fulfilling an epic destiny.

Divine Intervention

If need be, Kord and Bahamut can provide resources such as planar transportation to aid the characters in their mission. Unless such intervention is necessary, the powers of Celestia prefer to distance themselves from the adventurers so as not to provoke a war that might quickly swell to cataclysmic proportions.

Cerulae and Augillianast stress that Graz'zt is a cunning opponent and master manipulator, and both encourage the characters to seek out every advantage before they confront the demon lord. Although Cerulae is appalled at the idea, Augillianast suggests that the characters request an audience with Iggwilv before confronting the Dark Prince. He believes that if Graz'zt is currently out of favor with the Witch Queen, she might become a potent temporary ally.

The characters should ensure that they know as much information regarding the mission as possible (see the "Auguries and Omens" sidebar). When they are ready to begin, attempting to gain the aid of the Witch Queen takes them to "Location 1: Iggwilv's Demiplane." Deciding to directly seek out Graz'zt's domain leads to "Location 2: Azzagrat." Different ways to reach these locations are covered in the appropriate sections.

Cerulae

A powerful angel of war, Cerulae typifies many followers of Kord. Fearlessly outspoken, she is always eager to test herself on the field of battle. Although she advocates bold action against Graz'zt, her angelic oaths to her deity prevent her from rushing off to personally battle the demon prince.

Cerulae is a friend of Galewing and believes that her compatriot is being held in the Abyss against his will. The last time the two spoke, Galewing had planned to call on Graz'zt to learn the plans of Kord's enemies. He also mentioned someone known as "the Whittler," but Cerulae knows nothing more.

Auguries and Omens

Potent divinations and other means of gathering information can provide the characters with knowledge of their foes and potential allies. Use the information accumulated in this way to point the characters toward the Whittler and Iggwilv, either directly or through challenging riddles.

Rituals such as Voice of Fate give you a great deal of discretion with regard to what information becomes available. Use the synopsis of the adventure and its various locations as guidelines to direct the characters. Keep in mind that powerful protective rituals shelter Graz'zt and the Argent Palace, preventing even Kord from determining Galewing's fate.

Arcana or Religion checks can reveal useful information regarding key individuals such as Graz'zt and Iggwilv. If used in the planar metropolis of Sigil or Azzagrat's capital of Zelatar, the Streetwise skill might also reveal details of Graz'zt's realm.

Augillianast

As an ancient gold dragon, Augillianast understands better than most mortal creatures the timeframe in which deities conduct their affairs. As a result, he patiently advises a more reserved course of action than Cerulae does.

Despite his just and valorous heart, Augillianast is accustomed to dealing with gods. As such, he treats the characters as slightly beneath him. In the event the party does not possess a needed resource (certain rituals, for example), he can lend them such resources from his personal hoard, provided the characters show him proper deference.

Location 1: Iggwilv's Demiplane

The demiplane where Iggwilv currently resides is an island of stone six miles long and four miles wide. It floats, inverted, above the swirling vortex of the Elemental Chaos, draped in vines that trail thousands of feet beneath it. A verdant orchard stretches across the demiplane, with a fenced mansion at its center. Despite the luscious greenery, no animals or other creatures wander here.

Traveling to the Demiplane

Characters can learn the location of Iggwilv's domain by using divination rituals, by making a DC 30 knowledge check (Arcana or Religion), or by making a DC 32 Streetwise check in Sigil or another planar metropolis.

Travel rituals are the most direct means of reaching the demiplane. For characters using Planar Portal, a teleportation circle stands in a clearing a mile from the manor. For characters employing True Portal, Iggwilv's powerful magic envelops the grounds within the fenced-in area. This effect is the equivalent of a Forbiddance ritual and causes characters to appear outside the gate.

Iggwilv's realm is also accessible by planar vessel, though it has no proper dock. The demiplane's proximity to the Elemental Chaos might also present challenges. Although the aggressive inhabitants of that plane give Iggwilv a wide berth, they eagerly attack planar vessels and travelers.

Event 1A: Do Not Disturb

Roleplaying Encounter

When the characters reach Iggwilv's demiplane, they must contend with the quasit gatekeeper who screens the Witch Queen's guests.

Light: Bright light from the Elemental Chaos.
Other Creatures: Slistif (quasit).

When the characters arrive, read:
Blasts of energy from the swirling Elemental Chaos overhead illuminate an orchard of black-leafed fruit trees and an ancient gray gazebo. A gravel path through the orchard leads to a metal gate set into a brick wall that surrounds a two-story manor.

Iggwilv's demiplane is relatively small, and the adventurers can approach her manor from the air or on foot. If they approach by air, crossing the perimeter of the brick wall that separates the manor from the orchard causes Slistif to appear. If the characters are on foot, the quasit instead appears when they reach the manor's gate or investigate the gazebo.

When Slistif appears, read:
With a burst of sulfurous flame, a leering quasit appears before you, assessing you all with a disdainful gaze. "You are unwelcome here," the creature snaps. "Depart before you anger the Witch Queen and see yourselves banished to some forgotten layer of the Abyss."

The small demon's eyes dart over your possessions as he flies in circles overhead, his overlong tongue flicking out as if tasting something in the air around you. "Or perhaps you have some enticement for me to disturb my mistress Iggwilv and announce your presence?"

Slistif knows that Iggwilv does not take interruptions lightly, and he will not bother her without being offered a compelling reason or proper tribute. Without an invitation from the quasit or Iggwilv, the Witch Queen's enchantments make it impossible for the characters to enter the manor.

If the characters threaten the quasit with violence, he mocks them and warns that Iggwilv does not abide common brutes and thugs in her presence. As the familiar of Iggwilv, Slistif is immune to all attacks as long as he remains on the same plane as her. If the characters attack him, he feigns one melodramatic death after another before flitting out of reach to gleefully hurl insults at the party.

The quasit accepts bribes, preferring items of great personal value to the characters. If at least one character provides the demon with such an item, he departs to speak with Iggwilv. On his return, he demands another item from a different character before extending Iggwilv's offer to join her for dinner in the manor. If the adventurers do not provide the second item, the quasit still escorts them inside. If he didn't receive the second item, he harasses them during the meal, hoping to goad them to violence and cause Iggwilv to unleash her bound balors (see event 1B).

Trapping Slistif or tricking him into departing the demiplane draws Iggwilv's attention. She admires the characters' resourcefulness, and after magically recalling the quasit, she has him invite the party into the manor. In this case, she does not abide the quasit's provocations during dinner and orders him to silence.

Statistics for the quasit appear in *Monster Manual*® 3, but they should not be necessary for this encounter.

Event 1B: Unlikely Alliance

Roleplaying Encounter

Iggwilv is prepared even for unexpected visitors. The Witch Queen has useful information to pass on to the characters, provided they concede to her demands.

Light: Bright light.
Monsters: 3 balors (see below).
Other Creatures: Iggwilv.

After the adventurers accept Iggwilv's invitation through Slistif (or if they duped the creature), the quasit leads them inside and to the dining room where the Witch Queen awaits them.

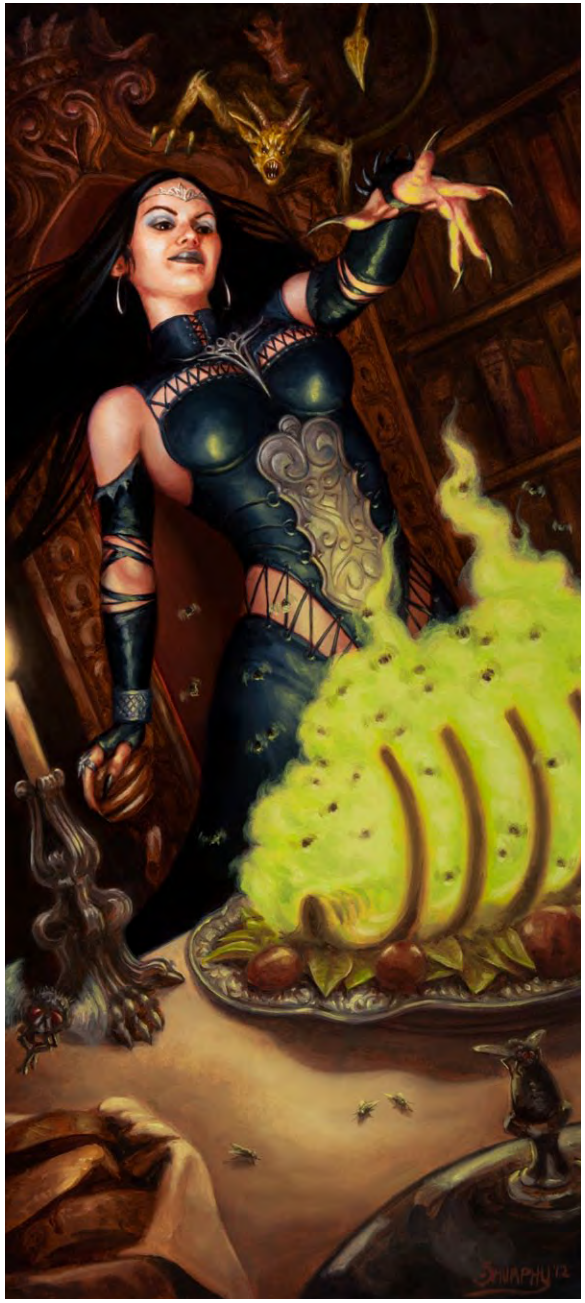
When the characters enter the manor, read:
At a motion of the quasit's clawed hand, darkwood doors part to reveal a dining room arrayed for a veritable banquet. All manner of delicacies, familiar and strange, cover a broad table surrounded by ornately carved chairs.

Wearing an expression that could be mild amusement as easily as it could be cold contempt, a darkly beautiful woman stands at the head of the table. The only complement to her understated, perfectly tailored black dress is a thin tiara set with a pair of large rubies, their shape and position suggesting demonic horns.

Any Insight check or other means of detection shows that Iggwilv's hospitality is genuine and her banquet is safe to enjoy. The Witch Queen expresses surprise that the characters would come to her directly. She cares little for their quest—and even less for Galewing—but any mention of potentially ruining the plans of Graz'zt piques her interest. She remains coy about the status of her current relationship with the Dark Prince, but a DC 32 Insight check reveals her eagerness to meddle in his affairs.

Beyond the information regarding Graz'zt that she can share (see "Kiss and Tell," below), Iggwilv offers the characters a magical boon: the ability to take the form of a chasme demon. She explains that such lowly demons often go unnoticed in the halls of the Argent Palace (see "Flies on the Wall," below).

Iggwilv drives a hard bargain for her assistance. She takes particular interest in any high-level magic items the characters possess, but will happily deal for hidden knowledge they might have unearthed in their recent adventures. The more potentially dangerous such information is, the better it is received.



In addition to whatever lore she extracts from the party, Iggwilv demands that a character willingly accept possession by one of her demonic servants. This demon gains the ability to see through the eyes of the character it possesses and will report back to Iggwilv when the party's quest is completed. See "Demonic Escort," below.

If the characters do not accept her terms, Iggwilv bears them no ill will provided they do not overstay their welcome (likely the duration of dinner). If they offend their host, she dismisses them from the manor at once. If the characters resort to violence at any point, Iggwilv draws on the power of her demiplane to escape before she can be targeted. In her wake, three balors appear and attack the party.

Kiss and Tell

Iggwilv can describe the layers of Azzagrat and the neighborhoods of Zelatar to the characters, but explains that the Argent Palace is too large to provide simple instructions to move through it. She warns that Graz'zt maintains a force of the most powerful demons to patrol the palace and is always personally protected by at least two mariliths. Often, however, lowly servant demons (such as chasmes) can escape notice outside the places where Graz'zt displays his noble pretensions.

Though she has never met the Whittler, Iggwilv knows that he is aware of many of the secrets of the triple realm, particularly the comings and goings of those seeking an audience with Graz'zt. She also knows that the Whittler provides his services for a price to anyone who calls on him—allies and enemies of the Dark Prince alike.

Flies on the Wall

Characters who accept Iggwilv's offer gain a boon that grants the *chasme transformation* power. Characters retain this boon until midnight on the seventh day after they gained the boon.

When Iggwilv's offer is accepted, read:

Gesturing to a large haunch of roast meat on the table, Iggwilv murmurs a short phrase of unfamiliar yet vile words. The meat begins to squirm before erupting with flies that buzz and swarm throughout the room. Iggwilv smiles coldly. "Catch one. Eat it. Then the power becomes yours for seven nights."

Chasme Transformation — Utility Power

Your flesh crawls as if swarmed by insects, your body hunching as membranous wings burst from your back. You have become a vile hybrid of humanoid and oversized fly.

Daily ✦ Arcane, Polymorph
Standard Action **Personal**

Effect: You assume the form of a Medium chasme demon but your statistics do not change. You gain a fly speed of 6 and a climb speed of 6 (spider climb).

Your equipment becomes part of your new form. You continue to gain the benefits of the equipment you wear, except a shield.

You can use the properties and the powers of implements and magic items that you wear, but not the properties or the powers of weapons or the powers of wondrous items. While equipment is part of your form, it cannot be removed, and anything in a container that is part of your form is inaccessible.

You can take a minor action to revert to your normal form.

While in chasme form, you gain access to the following secondary powers.

Chasme Gore

At-Will
Standard Action **Melee 1**

Attack: Level + 3 vs. AC

Hit: 2d8 + highest ability score modifier damage, and ongoing 5 damage (save ends), or ongoing 10 damage if the target is already taking ongoing 5 damage (save ends).

Special: You can use this power in place of a melee basic attack.

Variable Resistance

Encounter
Immediate Interrupt **Personal**
Trigger: You take acid, cold, fire, lightning, or thunder damage.
Effect: You gain resist 10 to the triggering damage type until the end of the encounter or until you use this power again.
Special: You can use this power up to twice per encounter.

Demonic Escort

As part of the bargain the party strikes with Iggwilv, she summons an incubus to possess a willing adventurer. This demon, Ghavish, is privy to everything the character sees and hears. The demon and its host communicate with one another telepathically. Until it returns to Iggwilv, the demon cannot communicate with her.

Ghavish delights in tormenting his host. Although he cannot forcibly control the character, the demon encourages evil behavior with promises of rewards from Iggwilv. The demon can interfere with dreams and sleep, preventing the character from taking an extended rest, but he does so only if the characters intend to banish or destroy him.

While possessed, the host character gains the following power.

Hosted Resistance

You seethe with dark energy as your demonic cohort protects you from harm.

Encounter
Immediate Interrupt **Personal**
Trigger: You take acid, cold, fire, lightning, or thunder damage.
Effect: You gain resist 20 to the triggering damage type until the end of the encounter.

I CAST YOU OUT!

It is possible to draw Ghavish out of a possessed character. If the demon is aware of any plans to do so, he reminds the character that such banishment violates Iggwilv's agreement.

The characters can attempt to trick Ghavish into revealing his true name (a DC 38 Bluff check), and then use it to attempt a modified Summon Demon ritual (from *Demonomicon*) to force the demon out. For the purpose of performing this variant ritual, treat Ghavish as a level 25 demon.

Although she does not learn of the banishment immediately, the Witch Queen is certain to punish the characters when she learns of their betrayal, sending other demons to possess the adventurers' allies, friends, and family members.

Location 2: Azzagrat

The realm of Azzagrat comprises three separate layers of the Abyss: Rauwend, Barogûnd (also known as Shadowsky), and Voorz'zt. Graz'zt long ago conquered the 45th, 46th, and 47th layers of the Abyss and bound them together using powerful magic, but each retains its own unusual characteristics.

Azzagrat is considered one of the most welcoming layers of the Abyss for travelers. Its veneer of law and order lures unsuspecting thrill-seekers and ill-prepared merchants alike. The fact remains, however, that Graz'zt alone permits and disallows all things at his whim. Spies and informants are as numerous as the foes they monitor, and little happens in his realm without the Dark Prince's knowledge.

Traveling to Azzagrat

The triple realm is typically reached through the many portals scattered across its layers, which resemble enormous, flame-spewing ovens at their entry and exit points. A portal can be located with a DC 32 Arcana check or Religion check, a DC 24 Streetwise check in a planar metropolis, or by using a divination ritual. Portals typically exit in Rauwend or Barogûnd, but some can deposit travelers hundreds of miles from the capital city of Zelatar.

THE TRIPLE REALM

The adventure assumes that the characters enter Azzagrat in the capital city of Zelatar. If they take another approach, you might need to generate additional encounters or recast events as the characters journey to the city.

Rauwend is a gloomy place of dense forests infested with demons and dangerous animals. Shadow attacks gain a +1 power bonus to attack rolls. Creatures gain a +2 power bonus to Stealth checks.

Barogûnd is a moor that gradually transitions into an arid desert. Lacking a sun, it is illuminated by a strange light that radiates from the ground and casts long, unnatural shadows across the sky.

Voorz'zt most closely resembles the material world with its temperate climate and grass-covered rolling hills. Heat and cold are reversed here, with flames burning blue and purple to radiate cold while ice leaves harsh blisters on exposed flesh. Attacks that normally deal fire damage instead do cold damage and vice versa. In addition, charm or illusion attacks gain a +1 power bonus to attack rolls.

Further information regarding Azzagrat can be found in *Manual of the Planes* and *Demonomicon*.

A port for astral vessels is located in Zelatar, and another sits along the shores of the Bay of Choking Bile. Thanks to the extensive markets of Zelatar, these ports see a great deal of planar traffic, but they are guarded by Graz'zt's zealous security forces. Other than these two "inlets" from the Astral Sea, Graz'zt has sealed his realms against astral travel.

Four teleportation circles are scattered throughout Zelatar, their sigil sequences all closely guarded secrets. One circle exists in each neighborhood of the city. Another portal is hidden within the Argent Palace, but only the most loyal agents of Graz'zt are aware of its existence.

When the characters have decided on a means of reaching Azzagrat, ask for a DC 30 group skill check. Each player chooses a relevant skill and describes his or her character's contribution to the plan. If half or more of the adventurers achieve successes in the group check, they arrive in Zelatar without incident. They can then seek out the Whittler (see the sidebar) or boldly attempt to gain access to Graz'zt (see Location 3: The Argent Palace).

If the group check fails, the characters arrive successfully in Zelatar but their presence is noticed. Word quickly reaches one of the Dark Prince's brute squads that intruders are abroad in the triple realm. Go to Event 2C: Brute Squad.

Zelatar

The capital city of Zelatar, the seat of Graz'zt's power, exists in all three layers of Azzagrat simultaneously. Each layer holds a different neighborhood, with streets weaving between neighborhoods and across planar boundaries in a bewildering pattern that confounds even longtime residents.

At the center of each neighborhood and visible from all three layers of Zelatar, the Argent Palace towers above the rooftops, reminding the city's residents that they are beholden to the Dark Prince. Powerful wards protect the palace against magical eavesdropping and teleportation. For more on the Argent Palace, see location 3.

Darkflame is the neighborhood of Zelatar that exists in Voorz'zt. It is home to assassins, spies, and others that hope to avoid notice. This is where the characters find the Whittler (event 2A), but also where they likely encounter the skulk assassin Liska (event 2B). The disused teleportation circle here is located in a ruined citadel now overrun by shadowy undead.

Gallenghast is a cosmopolitan neighborhood attached to Barogûnd, which hosts Zelatar's most exotic markets and travelers. Suspicious behavior in Gallenghast draws the attention of the brute squad led by the goristro Orwantz (event 2C). The teleportation circle in this neighborhood is located in the heart of the Chosen's Tabernacle, a temple to Graz'zt overseen by a marilith priestess.

Fogtown is the slum of Zelatar, located on Rauwend. The neighborhood's streets are thick with a fog that saps the memories of creatures that dwell here, even temporarily. The Whittler calls Fogtown home, and he must be returned here to jog his memory. Characters who reach Fogtown through its teleportation circle arrive in an asylum for planar travelers overcome by the neighborhood's magical amnesia.

THE WHITTLER

The memory-erasing effect of living so long in Fogtown has severed the Whittler's physical being from his spirit. Even powerful divination magic yields only limited information regarding his life and work. Though the adventurers cannot determine the Whittler's exact location with such magic, they can sense his connection to a tavern in Darkflame known as the Angels' Grotto (event 2A).

Characters can also attempt a Streetwise check to locate the Whittler—DC 42 in Sigil, DC 24 in Rauwend and Fogtown, or DC 32 in Barogûnd and Gallenghast, Voorz'zt and Darkflame. Success points to the Whittler's favorite watering hole. If a check fails by 5 or more, word reaches Liska that someone is looking for the Whittler. She subsequently ambushes the adventurers (see event 2B) before they reach the Angels' Grotto.

Event 2A: The Angels' Grotto

Roleplaying Encounter

When the characters track the Whittler down in the Angels' Grotto, a low-end Darkflame bar, they discover that they must escort him back to Fogtown before he can be of any use to them.

Light: Dim light.

Other Creatures: The Whittler.

When the characters enter, read:

The interior of the narrow tavern is chilled by the blue light of torches burning with the icy flames of Voorz'zt. A few scattered customers whisper quietly over their mugs as the bartender shakes his head at a tiefling patron and grumbles.

"I've told you, a dozen times today and for years before that, you've already paid!"

The bartender—a weary-looking elf named Charlith—looks after the Whittler when the tiefling visits the Angels' Grotto. The Whittler paid his bar tab in advance over a decade ago, a fact that he forgets each time he comes in. Charlith knows the absent-minded tiefling has ties to powerful individuals (whether he remembers them or not), so the bartender has never attempted to dupe him.

Charlith offers to serve the characters when they arrive, but otherwise has no interest in their business.

If he is asked about the Whittler, he points the characters toward the tiefling with a shrug.

The Whittler is accustomed to his amnesiac state. When approached by the characters, he nods politely and tries to ascertain who he is based on what they say to him.

When the characters near the Whittler, read:
The haggard-looking tiefling surveys you with blank, rheumy eyes, clearly searching for any hints of familiarity. He reaches into his pocket and withdraws a worn carving—a figurine with the likeness of his own face. He looks around with a suddenly lucid gaze.

"We have not met before . . . have we?" Returning the figurine to his pocket, the tiefling draws forth a small block of wood and a thin blade. He carves as you speak to him, the block of wood quickly taking on the features of one of your company.

The Whittler uses small wooden carvings to jog his memory. He currently carries three such carvings: a portrait of himself, a small carved house, and a reproduction of the exterior of the Angels' Grotto. These items enable him to find his way to and from the bar, and to recall enough of his identity to function.

If he is asked directly for the means to enter the Argent Palace, the Whittler answers honestly that he cannot remember. A DC 32 Insight check notes that when the Whittler holds one of his carvings, he becomes more lucid. If asked whether he keeps more carvings elsewhere, he takes out the carving of his home and, after a pause, nods with some uncertainty.

The Whittler is willing to take the adventurers to his home, but he needs to be frequently reminded who the characters are, where they are going, and why. The route winds through Darkflame, across Gallenghast, and into Fogtown. If they have not already done so, the characters encounter Liska, Orwantz, or both. See event 2B and event 2C.

Event 2B: Streets of Darkflame

Combat Encounter Level 29 (76,500 XP)

When the characters speak to the Whittler at the Angels' Grotto, word spreads quickly among the criminals and spies of Darkflame. The skulk assassin Liska, one of Graz'zt's many daughters, stalks and ambushes the adventurers to be certain they represent no threat to her father.

Light: Dim light.

Monsters: Liska, 1 drow archmage, 2 drow exalted consorts, 5 drow zealots.

Given the opportunity, Liska picks an area of narrow streets and intersecting alleys for her ambush, hoping to minimize the effectiveness of ranged attacks. She then hangs back while the drow archmage and the zealots approach.

When Liska begins her ambush, read:
A band of drow draws close, their dark eyes watching you warily. Although their gear bears the notorious spider motif of their kind, the drow also display the six-fingered hand that is the mark of Graz'zt. One hisses a curse in Elven, his companions sneering in agreement while he awaits a reply.

Liska and her two exalted consorts linger nearby as the other drow attempt to provoke the adventurers with threats and insults. She and her reinforcements join the battle when the characters are distracted.

After the battle, if the characters do not leave the area as quickly and quietly as possible (a DC 31 group Stealth check), Orwantz and his brute squad arrive within five minutes. See event 2C.

If the adventurers do not take the bait, Liska and her followers tail them. If the characters end up badly injured after a run-in with Orwantz in event 2C, the assassin strikes before they have an opportunity to recover.

If the characters evade Liska, she instead stages an ambush when they leave the Whittler's home.

Liska, Skulk Assassin	**Level 29 Elite Lurker**
Medium natural humanoid	XP 30,000
HP 414; **Bloodied** 207	**Initiative** +28
AC 43, **Fortitude** 41, **Reflex** 42, **Will** 41	**Perception** +22
Speed 6	Low-light vision
Saving Throws +2; **Action Points** 1	
Traits	
Unseen Strike	
If a target could not see Liska at the start of her turn, the first attack Liska makes against that target deals 15 extra damage if the attack hits.	
Peerless Camouflage	
Liska can make a Stealth check to become hidden if she has cover or concealment. She remains hidden if she starts a move hidden and ends the move in cover or concealment.	
Stealthy Step	
Liska does not take a penalty to Stealth checks for moving more than 2 squares or for running.	
Standard Actions	
⊕ **Rapier** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +34 vs. AC	
Hit: 5d8 + 15 damage, and the target grants combat advantage to Liska (save ends).	
⊕ **Dagger** (poison, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +34 vs. AC	
Hit: 1d4 + 15 damage, and ongoing 20 poison damage (save ends).	
⸸ **Double Attack** ✦ **At-Will**	
Effect: Liska uses *rapier* and *dagger*.	
Minor Actions	
Dark Veil ✦ **Encounter**	
Effect: Liska has concealment and is phasing until the end of her next turn.	
Skills Acrobatics +29, Bluff +26, Stealth +29, Thievery +29	
Str 24 (+21) **Dex** 30 (+24) **Wis** 27 (+22)	
Con 27 (+22) **Int** 20 (+19) **Cha** 24 (+21)	
Alignment chaotic evil **Languages** Abyssal, Common	
Equipment leather armor, rapier, dagger	

Drow Archmage	Level 25 Artillery
Medium fey humanoid	XP 7,000
HP 178; **Bloodied** 89	**Initiative** +19
AC 37, **Fortitude** 36, **Reflex** 37, **Will** 39	**Perception** +14
Speed 7	Darkvision
Standard Actions	
Dagger (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +30 vs. AC	
Hit: 2d4 + 15 damage, and the target takes a -4 penalty to attack rolls until the end of the archmage's next turn.	
Abyssal Bolt (acid, poison) ✦ **At-Will**	
Attack: Ranged 20 (one creature); +30 vs. Reflex	
Hit: 4d8 + 15 acid and poison damage.	
Cruel Banishing (teleportation) ✦ **Encounter**	
Attack: Melee 1 (one creature); +30 vs. Fortitude	
Hit: The archmage teleports the target 7 squares, and the target is dazed (save ends).	
Demonic Grasp (poison) ✦ **Encounter**	
Attack: Ranged 10 (one creature); +30 vs. Fortitude	
Hit: The target is immobilized and suspended 1 square up (save ends both). While this effect lasts, whenever the target or one of its allies deals damage to a demon, a drow, or a spider, the target takes 10 poison damage.	
Minor Actions	
Unwholesome Sacrifice (necrotic) ✦ **Recharge** ⚄ ⚅	
Effect: The archmage deals 20 damage to an ally adjacent to it. In addition, the archmage recharges one encounter power or deals 10 extra damage on its next ranged attack before the end of its next turn.	
Darkfire ✦ **Encounter**	
Attack: Ranged 10 (one creature); +30 vs. Reflex	
Hit: The target grants combat advantage and cannot benefit from invisibility or concealment until the end of the archmage's next turn.	
Skills Arcana +23	
Str 13 (+13) **Dex** 25 (+19) **Wis** 14 (+14)	
Con 22 (+18) **Int** 22 (+18) **Cha** 28 (+21)	
Alignment chaotic evil **Languages** Abyssal, Common, Elven	
Equipment dagger	

Tactics: Liska hangs back and allows the characters to think they are facing only the drow before she closes in. She tries to remain hidden between attacks, deflecting attention onto the zealots.

2 Drow Exalted Consorts	Level 25 Skirmisher
Medium fey humanoid	XP 7,000 each
HP 224; **Bloodied** 112	**Initiative** +23
AC 39, **Fortitude** 35, **Reflex** 39, **Will** 37	**Perception** +17
Speed 6	Darkvision
Standard Actions	
Longsword (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +30 vs. AC	
Hit: 2d8 + 9 damage.	
Warding Blades (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +30 vs. AC	
Hit: 4d8 + 9 damage, and the consort gains a +6 bonus to AC against opportunity attacks until the start of its next turn.	
Blurring Steel ✦ **Recharge** when the consort moves at least 3 squares during its turn.	
Effect: The consort uses *longsword* three times. Two of these attacks can target the same creature.	
Minor Actions	
Darkfire Revelation (fire) ✦ **Encounter**	
Attack: Close burst 1 (enemies in burst); +28 vs. Reflex	
Hit: 2d8 + 9 fire damage.	
Effect: The target grants combat advantage and cannot benefit from invisibility or concealment (save ends both).	
Triggered Actions	
Lolth's Favor (teleportation) ✦ **Encounter**	
Trigger: The consort becomes bloodied.	
Effect (Immediate Reaction): The consort teleports 7 squares, and each enemy adjacent to the consort after the teleport grants combat advantage until the end of the encounter.	
Str 21 (+17) **Dex** 29 (+21) **Wis** 20 (+17)	
Con 16 (+15) **Int** 14 (+14) **Cha** 25 (+19)	
Alignment chaotic evil **Languages** Abyssal, Common, Elven	
Equipment 2 longswords	

The archmage uses *demonic grasp* on a defender before engaging ranged foes with *abyssal bolt*. The drow uses *cruel banishing* against a foe fighting Liska if she is in trouble.

The zealots engage the nearest enemies, while the consorts weave among the adventurers to create flanking bonuses.

Treasure: Liska and her retinue carry a total of 45 ad. She wears a diamond pendant on a platinum chain, a gift from her father worth 75,000 gp. Her favorite consort wears a sapphire ring (25,000 gp).

5 Drow Zealots	Level 23 Brute
Medium fey humanoid	XP 5,100 each
HP 265; **Bloodied** 132	**Initiative** +18
AC 35, **Fortitude** 36, **Reflex** 35, **Will** 33	**Perception** +11
Speed 7	Darkvision
Resist 10 poison	
Traits	
Spider Host (poison) ✦ **Aura** 1	
While the zealot is bloodied, any enemy within the zealot's aura that becomes bloodied takes ongoing 20 poison damage (save ends).	
Standard Actions	
Fullblade (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +28 vs. AC	
Hit: 3d12 + 19 damage.	
Miss: The zealot gains a +2 bonus to melee attack rolls and a +5 bonus to melee damage rolls until the end of its next turn.	
Minor Actions	
Darkfire ✦ **Encounter**	
Attack: Ranged 10 (one creature); +26 vs. Reflex	
Hit: The target grants combat advantage and cannot benefit from invisibility or concealment until the end of the zealot's next turn.	
Triggered Actions	
Spider Burst (poison, zone)	
Trigger: The zealot drops to 0 hit points.	
Effect (No Action): The zealot's death creates a zone in a close burst 1 that lasts until the end of the encounter. The zone is difficult terrain, and any creature that starts its turn within the zone takes 10 poison damage.	
Str 27 (+19) **Dex** 24 (+18) **Wis** 10 (+11)	
Con 25 (+18) **Int** 12 (+12) **Cha** 21 (+16)	
Alignment chaotic evil **Languages** Abyssal, Common, Elven	
Equipment fullblade	

Liska

Liska's patience and deviousness is a testament to her parentage. She knows Graz'zt considers the Whittler a valuable resource and takes care not to injure the informant. When most of her foes are slain, she

attempts to negotiate the surrender of any survivors to deliver them to Graz'zt for interrogation.

If her own defeat seems certain, Liska flees. If captured, the skulk turns against her father if she believes it might save her life. Although she knows nothing of Galewing, Liska is familiar with the defenses in Graz'zt's throne room (area 3e). If freed, she informs her father of the characters and any information she gleaned from them.

Event 2C: Brute Squad

Combat Encounter Level 28 (71,000 XP)

At any point when the adventurers make a misstep in Azzagrat, they might draw the attention of Orwantz, the goristro head of Graz'zt's security. This encounter might occur when the characters first arrive in Graz'zt's domain, after a violent run-in with Liska, or if the party's efforts to infiltrate the palace falter.

Light: Dim light.

Monsters: 1 goristro (Orwantz), 7 goristro chattels.

When Orwantz approaches the characters, read:

A foul apelike demon lumbers toward you, surrounded by a pack of similar but lesser fiends. The goristro wears a purple sash like some badge of office, and a number of sacks hang from its studded belt. Nearby residents hurriedly close doors and shutters at the sight. Passersby stumble in their haste to dart down side streets and alleys, not making eye contact with the snarling members of the patrol.

If Orwantz has observed or heard word of the adventurers' disregard for Azzagrat's laws, he attacks the characters on sight. The goristro confronts the party on a wide avenue or in an open market area if possible, hoping to make a public example of anyone who opposes Graz'zt's authority.

If the adventurers are with the Whittler and have not already run afoul of the law, Orwantz recognizes the informant. Rather than attacking, the demon initially interrogates the characters regarding the nature of their visit to Azzagrat and their interest in the Whittler. Orwantz insists on taking the Whittler into custody to get him out of the adventurers' hands, then demands tribute of either a potent magic item or monetary treasure worth at least 300,000 gp. Refusal to comply results in combat.

Defeating Orwantz buys the party some time before further demonic reinforcements are sent to investigate. If Liska was already on the party's trail from event 2B, she takes the opportunity to attack as soon as this encounter ends.

Orwantz, Goristro **Level 27 Elite Brute (Leader)**
Huge elemental humanoid (demon) XP 22,000

HP 618; **Bloodied** 309 **Initiative** +16
AC 39, **Fortitude** 40, **Reflex** 38, **Will** 39 **Perception** +25
Speed 8 Darkvision
Immune fear
Saving Throws +2; **Action Points** 1

Traits

☼ **Incite Frenzy ✦ Aura** 5
While in the aura, allies gain a +5 bonus to damage rolls against bloodied enemies.

Brutal Reach
Orwantz can make opportunity attacks against creatures within 3 squares of him. If Orwantz hits with an opportunity attack, the target falls prone.

Standard Actions

⊕ **Slam ✦ At-Will**
Attack: Melee 3 (one creature); +32 vs. AC
Hit: 3d12 + 25 damage.

⸸ **Double Attack ✦ At-Will**
Effect: Orwantz uses *slam* twice.

⸸ **Goring Charge ✦ At-Will**
Effect: Orwantz charges and makes the following attack in place of a melee basic attack.
Attack: Melee 1 (one creature); +32 vs. AC
Hit: 7d10 + 25 damage, Orwantz pushes the target up to 3 squares, and the target falls prone.
Effect: Orwantz can then shift up to 3 squares and use *slam*.

⚚ **Dictum of Graz'zt** (charm) **✦ Encounter**
Attack: Ranged 5 (one or two creatures); +30 vs. Will
Hit: The target is dominated (save ends).
Miss: The target is dazed (save ends).

Triggered Actions

Variable Resistance ✦ 2/Encounter
Trigger: Orwantz takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): Orwantz gains resist 30 to the triggering damage type until the end of the encounter or until he uses *variable resistance* again.

Skills Athletics +30, Insight +25, Intimidate +21
Str 34 (+25) **Dex** 16 (+16) **Wis** 25 (+20)
Con 29 (+22) **Int** 14 (+15) **Cha** 16 (+16)
Alignment chaotic evil **Languages** Abyssal, Common

7 Goristro Chattels **Level 25 Brute**
Huge elemental humanoid (demon) XP 7,000 each

HP 287; **Bloodied** 143 **Initiative** +16
AC 37, **Fortitude** 40, **Reflex** 34, **Will** 37 **Perception** +24
Speed 8 Darkvision

Standard Actions

⊕ **Slam ✦ At-Will**
Attack: Melee 3 (one creature); +30 vs. AC
Hit: 3d12 + 22 damage.

⸸ **Goring Charge ✦ At-Will**
Effect: The chattel charges and makes the following attack in place of a melee basic attack.
Attack: Melee 1 (one creature); +30 vs. AC
Hit: 5d12 + 22 damage, and the target falls prone.

Triggered Actions

⸸ **Protective Stomp ✦ Recharge** when first bloodied
Trigger: An enemy willingly moves adjacent to one of the chattel's allies and within 2 squares of the chattel.
Attack (Immediate Interrupt): Melee 2 (the triggering enemy in the burst); +26 vs. Reflex
Hit: 5d12 + 22 damage, and the target falls prone.

Variable Resistance ✦ Encounter
Trigger: The chattel takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The chattel gains resist 20 to the triggering damage type until the end of the encounter.

Str 30 (+22) **Dex** 18 (+16) **Wis** 24 (+19)
Con 27 (+20) **Int** 5 (+9) **Cha** 13 (+13)
Alignment chaotic evil **Languages** Abyssal

If the characters are with the Whittler, he leads them on a meandering route to his home. Proceed to event 2D.

Tactics: Orwantz wades into the midst of his foes with *goring charge*. He reserves *dictum of Graz'zt* until he can surprise a ranged attacker by dominating a nearby ally.

The chattel stay close enough to one another to make the best use of *protective stomp*, converging on bloodied foes to take advantage of Orwantz's aura.

Treasure: Orwantz uses Graz'zt's demands for intense security to shake down local merchants. He carries his most recent take: 40 ad, a pair of jewel-encrusted statues (50,000 gp each), a collection of platinum utensils (40,000 gp), and a gold and emerald crown (60,000 gp).

Orwantz

Despite his brutal nature and explosive temper, Orwantz is a shrewd observer. Word of any transgression by powerful characters in Zelatar inevitably reaches the goristro, who traverses the city quickly through his extensive knowledge of its oven gates. The demon treats everyone he meets as guilty of breaking the Dark Prince's laws. He is reviled by the merchants of Zelatar for his excessive extortion, masked as fines and taxes. He is utterly loyal to Graz'zt and fights to the death.

Event 2D: I Think I'm Home

Roleplaying Encounter

When the characters arrive at the Whittler's home, he becomes more lucid thanks to his collection of carvings. Although his memories frequently fade, he can provide information regarding the Argent Palace and the Whispering Library.

Light: Bright light.

Other Creatures: The Whittler.

The Whittler's house is a nondescript single-story affair on a cramped side street. Its small rooms are crowded with the thousands of carvings he uses to access his memories.

When the characters enter the home, read:

The front room of the Whittler's small house is set with dozens of shelves and tables. Every surface is covered with figurines of wood, stone, metal, or bone. Carved objects, humanoids, and creatures of all kinds fill the room, along with elaborate, detailed dioramas. Beyond the doorways, other rooms appear similarly packed with carvings.

The Whittler reaches into his pocket and withdraws the careworn likeness of himself, nodding in recognition. He then returns the figurine to his pocket, produces the new figurine he carved at the Angels' Grotto, and says, "We've met before . . . haven't we?"

Talking to the Whittler is a chore, since he must frequently be reminded of the topic of discussion. Walking among his carvings lets him recall memories and quickly gain confidence—as well as cunning.

When he determines what the adventurers want, the Whittler demands 200,000 gp in exchange for his information. He is interested in exotic materials and unusual sculptures, and might reduce his price if such goods are on offer. A character can attempt a DC 42 Bluff check to convince the Whittler that he has already been paid. If the check fails, the Whittler warns Graz'zt of the adventurers' plans after they leave him.

The Whittler uses the carvings throughout his home to help him remember the information the characters seek. If the adventurers have overlooked something critical, allow them to notice a carving or a diorama that calls attention to missing information or holes in their plan.

- Some of the dioramas feature walls honeycombed with narrow tunnels filled with flylike figurines. The Whittler knows of the poorly guarded chasme tunnels (area 3B) that allow access to the Argent Palace.
- An oversized bust of Graz'zt is carved in bloodstone and rests in a diorama of a throne room that reveals the real throne room's layout. If asked about the bust, the Whittler offhandedly mentions that he knows Graz'zt well. For another 200,000 gp, the Whittler provides the adventurers with a letter of introduction that can potentially grant them an audience with Graz'zt.
- An angel carved of bone stands in a library diorama. The Whittler cannot recall the angel's name, but he remembers arranging for him to call on Graz'zt. He later saw the angel lingering in a library within the palace. The Whittler knows routes to the Whispering Library (area 3F) from the guest quarters and Graz'zt's throne room. He has never made use of the library and remains unaware of its power.
- An ebon carving shows Graz'zt profanely entwined with another demon. A wooden figurine of the Witch Queen stands beside them, its expression showing smoldering rage. The Whittler suggests the characters contact Iggwilv in the event they have not already done so.

PERSISTENT FOE

If the characters stay away from Orwantz in Azzagrat, he might be encountered in the Argent Palace. Use him as a random encounter there if the characters stray too far from the palace's key locations.

Location 3: The Argent Palace

The Argent Palace of Graz'zt is renowned for its sixty-six towers and hundred mirrored halls. Aside from the Dark Prince, it is doubtful that any creature knows the entirety of the palace's layout. Without at least some guidance (such as the Whittler's advice or an escort assigned by Graz'zt), visitors easily become lost and fall prey to the palace's opportunistic demon patrols.

Moving Within the Palace

Only the key areas that play a role in this adventure are presented below. The manner in which the characters move between those areas is likely based on how the party gained access to the palace and is best handled in an abstract fashion.

If the characters are guests of the Dark Prince, they can wander freely within certain areas as Graz'zt permits. If they stray from these areas, they draw the ire of the palace guards and are escorted or dragged to Graz'zt's throne room to answer for their insolence.

Intruders without invitations can move through the chasme tunnels, provided they are in chasme form. The tunnels provide access to any of the areas discussed below, except the grand entrance and the throne room. Navigating the complex tunnels is difficult, however, and lowly chasme demons at large in the palace quickly draw the guards' attention.

The exterior of the Argent Palace is warded against scrying and teleportation. Such powers and rituals automatically fail if used to attempt to gain access to the palace.

If the characters approach the main gates, go to area 3A. The chasme tunnels can be explored in area 3B. A risky aerial approach to gain access to the palace is discussed in area 3D.

Area 3A: Grand Entrance

Roleplaying Encounter or Combat Encounter
Level 33 (155,100 XP)

The gates of the Argent Palace stand closed against all those seeking an audience with Graz'zt. Any creature without an invitation or a letter of introduction meets with a quick refusal of entry, then violence.

Light: Bright light.

Monsters: 1 balor, 6 mariliths, 10 ferroliths; see encounter 3D and encounter 3E for statistics.

As the characters approach, read:
Huge gates of polished stone stand at the head of an avenue lined with statues of Graz'zt. The legendary towers of the Argent Palace rise above them, piercing the gloom of the sky with harsh light. Demon guards stalk the broad courtyard in front of the gates.

The balor confronts the characters if they approach the front gates, demanding they state their business. Even as visitors do so, the mariliths surround them as the ferroliths take to the air and prepare to attack. Any hostile action is met with force.

If the characters present a letter of introduction from the Whittler, the balor reads it closely and allows them to enter the Argent Palace. He informs the adventurers that they are to be taken to guest accommodations until Graz'zt sees fit to meet with them, and that they are forbidden access to the rest of the palace. Beyond the gates, a troop of twelve mariliths escorts the adventurers to area 3C.

These guards have been handpicked for the defense of the Argent Palace's main gates, and duping them is next to impossible. Treat any attempt to do so as a level 30 skill challenge requiring 8 successes. Success allows entrance as if the characters had presented a letter of introduction.

Forcing the gates open requires three successful DC 35 Strength checks. Such an attempt draws additional defenders from within the palace, starting with the twelve marilith escorts. Further reinforcements follow.

If the characters enter the palace by force or trickery, they quickly become lost if they have not gathered any information on the areas they are trying to find. If they are forced to retreat, their best hope is to flee into the streets of Zelatar to lose their pursuers. Returning as invited guests is no longer an option, and the adventurers are attacked on sight if spotted within the palace.

The adventurers receive XP for this encounter only if they are forced into combat or resolve the encounter as a skill challenge.

Area 3B: Chasme Tunnels

Exploration Encounter

The chasme tunnels known to the Whittler allow the adventurers to enter and move within the palace by using Iggwilv's magic. A disused access point, forgotten by all but the lowliest of demons, is located outside one of the Argent Palace's towers.

Light: None.

As the characters approach the tunnels, read:
Hunched and pitiful dretches scramble to polish the gleaming walls of the Argent Palace where filth and refuse spatter down from a narrow octagonal opening above. A droning buzz emanates from the opening, and chasme demons periodically squirm their way out. The fly-demons clearly delight in dripping offal down the walls as the dretches alternately swipe at them and clean in their wake.

If the characters assume chasme form, they can fly into the chasme tunnels to gain access to the palace. These passages connect to the guest chambers, the throne room antechamber, and the Library of Whispers, in addition to other areas beyond the scope of this adventure.

Navigating these passages is confusing, and other chasme demons are always present here. For the adventurers to move to any area they have already visited or that they received directions to (whether from the Whittler or other sources), one character must succeed on a DC 32 Dungeoneering check. On a failed check, each character must succeed on a DC 24 Endurance check or lose one healing surge as a result of becoming lost in the filthy tunnels. A character must attempt another Dungeoneering check to help the party get back on track.

If three Dungeoneering checks are failed in succession, other chasmes in the passages report the adventurers' suspicious behavior to the Dark Prince's guards. The characters emerge at a random location and discover that an alarm has been raised.

Area 3C: Guest Rooms

Roleplaying or Combat Encounter Level 29 (75,500 XP)

The guest chambers host two groups hoping to meet with Graz'zt. Both factions are on edge and highly suspicious, and they need little excuse to start a fight.

Light: Bright light in the various open chambers, dim light in the rooms.

Monsters: 1 mist hag, 5 tulgar warriors, 1 yuan-ti malison blessed, 2 yuan-ti malison assassins.

When the characters enter, read:

This hall is decorated with divans, a horseshoe-shaped pool of water shimmering at its center. End tables support golden candelabra, while crystal chandeliers cast motes of light across walls hung with works of art both beautiful and horrifying. Several censers smoke with incense.

Two groups of creatures eye each other warily across the width of the pool—a pair of yuan-ti and a band of tulgars. Standing at a conversation pit between them, a crone wrapped in sparkling mist leans heavily on a staff of gnarled wood and speaks to the yuan-ti leader.

Mist Hag — **Level 27 Controller (Leader)**
Medium fey humanoid — XP 11,000

HP 247; **Bloodied** 123 — **Initiative** +17
AC 41, **Fortitude** 37, **Reflex** 38, **Will** 39 — **Perception** +27
Speed 8 — Low-light vision

Traits

Mist Shroud ✦ Aura 1
Allies within the aura are insubstantial.

Standard Actions

Mist Staff (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +32 vs. AC
Hit: 3d6 + 10 damage, and the mist hag pushes the target 5 squares. The hag can push the target through creatures or through solid objects as if the target were phasing. The hag does not need line of effect to any of the squares to which it pushes the target.

Mist on the Wind (implement, teleportation) ✦ **At-Will**
Attack: Ranged 10 (one creature); +30 vs. Fortitude
Hit: 1d10 + 7 damage, and the target is removed from play until the start of the hag's next turn. The target then appears in an unoccupied square of the hag's choice within 4 squares of its last location.

Choking Mist (implement) ✦ **Recharge** ⚄ ⁞⁞
Attack: Ranged 10 (one creature); +30 vs. Reflex
Hit: 3d10 + 15 damage, and ongoing 20 damage (save ends).
Each Failed Saving Throw: The hag slides the target 3 squares as a free action.

Triggered Actions

Maze of Mist ✦ At-Will
Trigger: An enemy enters a square within 2 squares of the hag.
Effect (No Action): Roll a d20. On a 10 or higher, the hag slides the enemy 1 square.

Skills Arcana +25, Bluff +24, History +25, Insight +27, Religion +25
Str 10 (+13) **Dex** 18 (+17) **Wis** 28 (+22)
Con 23 (+19) **Int** 25 (+20) **Cha** 23 (+19)
Alignment unaligned **Languages** Common, Elven, Supernal
Equipment staff

5 Tulgar Warriors — **Level 23 Brute**
Medium natural humanoid — XP 5,100 each

HP 265; **Bloodied** 132 — **Initiative** +18
AC 35, **Fortitude** 36, **Reflex** 34, **Will** 35 — **Perception** +24
Speed 7 (forest walk)

Traits

Inveterate Warrior
The warrior can score a critical hit on a roll of 19-20 and deals 3d12 extra damage on a critical hit.

Standard Actions

Greataxe (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +28 vs. AC
Hit: 2d12 + 19 damage, and the target takes a -2 penalty to AC until the end of the warrior's next turn.

Whirling Frenzy (weapon) ✦ **Encounter**
Primary Attack: Close burst 1 (enemies in burst); +28 vs. AC
Hit: 3d12 + 6 damage.
Effect: The warrior shifts 3 squares and makes a secondary attack.
Secondary Attack: Close burst 1 (enemies in burst not hit by the primary attack); +26 vs. AC
Hit: 2d12 + 6 damage.

Triggered Actions

Unbroken Spirit
Trigger: The warrior drops to 0 hit points.
Effect (No Action): The warrior's nearest ally gains 10 temporary hit points and a +2 bonus to attack rolls, damage rolls, and all defenses until the end of its next turn.

Str 28 (+20) **Dex** 24 (+18) **Wis** 26 (+19)
Con 25 (+18) **Int** 21 (+16) **Cha** 23 (+17)
Alignment unaligned **Languages** Common
Equipment hide armor, greataxe

The mist hag and the yuan-ti malison blessed distrust each other, but they are even warier of their host. If the characters arrive without an escort of demons, the hag and the yuan-ti assume them to be assassins sent by Graz'zt, or hope that killing disruptive intruders will curry favor with the Dark Prince. The two factions join together to attack the party.

If the characters were escorted here as guests of the Dark Prince, they are given the rooms to the northeast. Currently the hag and the tulgars occupy the southeast rooms and the yuan-ti are in the northwest.

Yuan-ti Malison Blessed (Leader)	Level 28 Controller
Medium natural humanoid (reptile)	XP 13,000
HP 250; **Bloodied** 125	**Initiative** +23
AC 39, **Fortitude** 36, **Reflex** 39, **Will** 38	**Perception** +27
Speed 7	
Resist 15 poison	
Traits	
☼ **Zehir's Favor** ✦ **Aura** 3	
Any ally within the aura can reroll one failed power recharge roll at the start of its turn.	
☼ **Zehir's Agony** (poison) ✦ **Aura** 5	
Any enemy that starts its turn within the aura takes 15 poison damage.	
Slither Away	
While the blessed is bloodied, it gains a +2 bonus to speed and a +5 bonus to all defenses.	
Standard Actions	
⨁ **Scimitar** (poison, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +33 vs. AC	
Hit: 3d8 + 8 damage, and the target loses poison resistance and takes a -2 penalty to saving throws against poison effects (save ends both).	
Minor Actions	
Zehir's Command ✦ **Recharge** ⚅	
Effect: One or two allies within 5 squares of the blessed can each either make a melee basic attack as a free action or shift its speed as a free action.	
Triggered Actions	
Shifting Feet ✦ **At-Will**	
Trigger: An enemy within 5 squares of the blessed shifts.	
Effect (Immediate Reaction): The blessed slides the triggering enemy 2 squares.	
Skills Athletics +23, Religion +25	
Str 18 (+18) **Dex** 28 (+23) **Wis** 26 (+22)	
Con 18 (+18) **Int** 22 (+20) **Cha** 21 (+19)	
Alignment evil **Languages** Draconic	
Equipment scimitar	

In the event of combat here, Graz'zt's security forces do not investigate or intervene. Open conflict between guests is nothing out of the ordinary, and the demon prince rarely gives explicit orders to protect visitors.

2 Yuan-ti Malison Assassins	Level 28 Lurker
Medium natural humanoid, yuan-ti (reptile)	XP, 13,000 each
HP 194; **Bloodied** 97	**Initiative** +28
AC 41, **Fortitude** 39, **Reflex** 40, **Will** 40	**Perception** +26
Speed 8	
Resist 15 poison	
Standard Actions	
⨁ **Longsword** (poison, weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +33 vs. AC	
Hit: 2d8 + 9 damage, and the target is blinded until the end of the assassin's next turn.	
⸸ **Death Strike** (poison) ✦ **At-Will**	
Attack: Melee 1 (one creature that cannot see the assassin); +33 vs. AC	
Hit: 4d8 + 18 damage, and the target takes ongoing 15 damage and a -2 penalty to saving throws (save ends both).	
First Failed Saving Throw: The ongoing damage increases by 5, and the penalty to saving throws worsens by 1.	
Triggered Actions	
Shield of Zehir ✦ **At-Will**	
Trigger: A ranged or a melee attack hits the assassin.	
Effect (Immediate Reaction): The triggering attack also hits a blinded enemy adjacent to the assassin of the assassin's choice.	
Skills Athletics +23, Bluff +22, Stealth +29	
Str 19 (+18) **Dex** 30 (+24) **Wis** 24 (+21)	
Con 20 (+19) **Int** 19 (+18) **Cha** 17 (+17)	
Alignment evil **Languages** Common, Draconic	
Equipment longsword	

If the adventurers enter this area as guests of Graz'zt, they are escorted to the antechamber (along with the other guests present) after one day. If they have received proper directions (from the Whittler, for example), the characters can use that day to surreptitiously explore other areas of the palace, though they will come under attack by guards unless they employ stealth or an effective ruse.

Pacifying Censers: Large censers burn with a sweet incense that calms the mind and suppresses violent thoughts. A creature that starts its turn within 2 squares of a censer cannot attack during that turn.

Secret Doors: The secret doors are built into decorative magic mirrors and are passed through by caressing the face of a creature's reflection. A DC 30 Perception check detects a secret door, but a character must succeed on a DC 32 Arcana check or Thievery check to determine how to operate it. The hag is aware of these doors and how they operate.

Chasme Tunnels: The tunnels lead from here to other areas of the palace as described in area 3B. A secret door requires no check to note from the tunnel side, but can be opened only by a chasme demon (including polymorphed characters) that licks a large ebon gem set in the tunnel wall.

Tactics: The tulgar warriors stay close to the hag to benefit from her aura and to shield her against melee attacks. They break formation one at a time to use *whirling frenzy*, then return to the hag's side.

The yuan-ti malison blessed stays close enough to the assassins to make the most of *Zehir's command*, and relies on *shifting feet* to leave enemies within reach of its allies.

Treasure: The yuan-ti carry 12 ad among them, while the mist hag carries 3 ad as well as a +6 *rod of the hag* (*Adventurer's Vault 2*). Among the artwork in the guest area hang four lost paintings of a mortal master, each worth 50,000 gp.

Leeching Pool

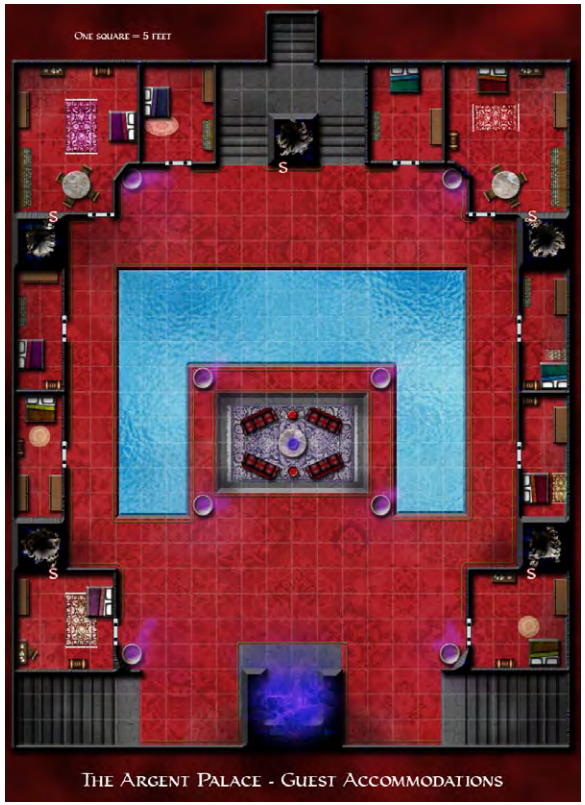
This magic pool is soothing to enter, but it slowly drains the life from those that use it. A creature that starts its turn in the pool regains 20 hit points but loses a healing surge. Any evil creature can leave the pool at will. Other creatures must make a successful saving throw to leave the pool. A creature that remains in the pool loses a healing surge each round. If the creature has no healing surges remaining, it is slain, its body dissolving into the pool's water.

A Place for Plotting

If the characters have been escorted here as guests of Graz'zt, the hag and the yuan-ti regard them with suspicion. Each faction approaches the adventurers at separate times, trying to determine if any advantage can be gained by befriending—or slaying—the party.

The mist hag brought a variety of extremely rare ritual components to the Dark Prince, but she has yet to receive payment. A suitable offer, such as a potent magic item, might turn her against Graz'zt.

The yuan-ti blessed and his assassins are hoping to work for Graz'zt. For a hefty price, they agree to aid the party instead, but their loyalty can easily change.



Area 3D: Demon Roosts

Combat Encounter Level 31 (116,600 XP)

A walkway suspended amid the Argent Palace's highest spires grants access to the throne room of Graz'zt. Guards surround the Dark Prince at all times and are quick to deal with unwelcome visitors.

Light: Dim light.

Monsters: 2 balors, 8 ferroliths, 2 nalfeshnee tyrants, 8 babau stalkers.

When the characters arrive read:

A broad landing stands atop two huge spiral staircases, and is set with rising spurs of silvery stone that support nest-like structures overhead. From this dominating view, Azzagrat extends toward the horizon, revealing landmarks of all three layers.

Fiendish creatures slink in and out of sight in the nests above you, watching you closely. Closer by, a pair of crimson-winged balors stand watch on the landing beneath statues of Graz'zt carved in flawless black marble. Offerings of treasure are heaped high at the statues' feet, as well as at the feet of two more statues standing along a stone bridge. This extends toward the tallest spire of the palace, and ends in imposing ebony doors.

Additionally, the creatures from area 3C might be present here. Adjust the read-aloud text as appropriate if the characters have already met them.

If the characters did not fight the monsters in area 3C, continue:

A throng of figures stands before the gate, arguing with one of the balors. A mist-shrouded crone jabs her gnarled staff pointedly at a hissing yuan-ti, both their retinues bristling as they ready their weapons.

The balor responds with a growl that bespeaks barely restrained violence. "My Dark Prince is unable to accommodate two appointments. This is a matter for you to resolve among yourselves." Then the fiend notices you, sneering with cruel amusement. "Another meeting! You see, the Lord of the triple realm has little time to squander. His cunning counsel is forever in demand by lesser beings."

The characters can arrive here in many different ways, and they might potentially return on multiple occasions. Adjust each encounter based on how the characters come here and whether they have run afoul of any agents or guards of Graz'zt.

If they emerge from the chasme tunnels, the characters earn the ire of the guards here, who expect lowly chasme demons to know better than to disturb the Dark Prince. Unless the adventurers escape notice, they are attacked if they do not flee back into the tunnels.

Characters who fly to the top of the palace are attacked at once, even if in chasme form. The defenders are also quickly reinforced by a force similar to the one in area 3A.

If the adventurers gained an invitation thanks to the Whittler, or if they snuck unnoticed through the guest chambers (area 3C), they are in direct competition for an audience thanks to Graz'zt's decision to see only one group. The two entourages view the characters as competition and attack. The demon guards do not participate in the combat unless directly attacked. When the other factions have been slain or forced to retreat, one of the balors escorts the party across the bridge and through the doors into the throne room of Graz'zt. Proceed to area 3E.

If the characters have already mounted an assault on the Library of Whispers or wrought havoc elsewhere in the Argent Palace, the guards attack.

From the throne room (area 3E), Graz'zt can survey the antechamber. When the adventurers meet him, he uses these observations to his advantage, whether to predict the characters' preferred tactics or their reason (or ruse) for seeking an audience.

2 Balors **Level 27 Elite Brute**
Huge elemental humanoid (demon) XP 22,000 each

HP 622; **Bloodied** 311 **Initiative** +20
AC 40, **Fortitude** 40, **Reflex** 37, **Will** 39 **Perception** +27
Speed 8, fly 12 (clumsy) Blindsight 6, darkvision
Resist 20 fire
Saving Throws +2; **Action Points** 1

Traits

Flaming Body (fire) ✦ **Aura** 2, or 3 while the balor is bloodied
Any enemy that starts its turn in the aura takes 10 fire damage, or 20 fire damage while the balor is bloodied.

Standard Actions

Lightning Sword (lightning, weapon) ✦ **At-Will**
Attack: Melee 3 (one creature); +32 vs. AC
Hit: 6d10 + 11 lightning damage, or 3d10 + 71 lightning damage if the balor scores a critical hit.

Flaming Whip (fire) ✦ **At-Will**
Attack: Melee 5 (one creature); +30 vs. Reflex
Hit: 2d10 + 10 fire damage, and ongoing 15 fire damage (save ends). The balor pulls the target up to 5 squares to a square adjacent to it.

Fire and Lightning ✦ **At-Will**
Effect: The balor uses *lightning sword* once and *flaming whip* once.

Beheading Blade (lightning, weapon) ✦ **Recharge** when first bloodied
Attack: Close blast 3 (enemies in the blast); +32 vs. AC. The attack can score a critical hit on a roll of 15-20.
Hit: 5d12 + 14 lightning damage, or 3d12 + 74 lightning damage if the balor scores a critical hit.

Triggered Actions

Death Burst (fire)
Trigger: The balor drops to 0 hit points.
Attack (No Action): Close burst 10 (creatures in the burst); +30 vs. Reflex
Hit: 6d10 fire damage.
Miss: Half damage.
Effect: The balor is destroyed.

Variable Resistance ✦ **3/Encounter**
Trigger: The balor takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The balor gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Skills Bluff +20, Insight +27, Intimidate +20
Str 30 (+23) **Dex** 25 (+20) **Wis** 29 (+22)
Con 31 (+23) **Int** 12 (+14) **Cha** 14 (+15)
Alignment chaotic evil **Languages** Abyssal, Common
Equipment lightning sword, flaming whip

8 Babau Stalkers **Level 25 Minion Skirmisher**
Medium elemental humanoid (demon) XP 1,750 each

HP 1; a missed attack never damages a minion. **Initiative** +23
AC 39, **Fortitude** 36, **Reflex** 38, **Will** 37 **Perception** +19
Speed 7 Darkvision
Immune acid

Standard Actions

Bite (acid, teleportation) ✦ **At-Will**
Attack: Melee 1 (one creature); +30 vs. AC
Hit: 6 damage, and ongoing 10 acid damage (save ends).
Effect: If the target is granting combat advantage to the stalker, the stalker and the target teleport up to 7 squares, and the stalker remains adjacent to the target.

Str 25 (+19) **Dex** 28 (+21) **Wis** 25 (+19)
Con 23 (+18) **Int** 18 (+16) **Cha** 19 (+16)
Alignment chaotic evil **Languages** Abyssal

Blasphemous Sculptures: The statues on the landing and bridge radiate a palpable menace. While adjacent to a statue, any good or unaligned creature has vulnerable 10 to all damage.

Perilous Drops: The drops from the stairways, bridge, platform, and roosts represent fatal falls without some form of intervention.

Pools of Molten Iron: A creature that enters a pool or starts its turn in one takes 30 fire damage. A creature takes this damage only once per round.

A creature that leaves a pool is slowed (save ends), becoming immobilized (save ends) after the first failed saving throw.

Doors: From the bridge, the great ebony doors open only to the touch of the balors or with a DC 42 Athletics check.

2 Nalfeshnee Tyrants **Level 23 Controller**
Huge elemental humanoid (demon) XP 5,100 each

HP 215; **Bloodied** 107 **Initiative** +12
AC 37, **Fortitude** 35, **Reflex** 34, **Will** 36 **Perception** +22
Speed 6, fly 4 (clumsy) Darkvision

Standard Actions

Claws ✦ **At-Will**
Attack: Melee 3 (one creature); +28 vs. AC
Hit: 4d6 + 17 damage, and the tyrant slides the target 2 squares.

Black Lightning (necrotic) ✦ **At-Will**
Attack: Ranged 10 (one creature); +26 vs. Reflex
Hit: 2d6 + 9 necrotic damage, and until the end of the tyrant's next turn, the target is slowed and gains vulnerable 15 psychic.

Unholy Whispers (psychic) ✦ **Recharge** ⚄ ⁞⁞
Attack: Area burst 2 within 10 (enemies in burst); +26 vs. Will
Hit: 3d6 + 14 psychic damage, and the target is dazed (save ends).
Miss: Half damage.

Minor Actions

Vile Glare ✦ **Recharge** ⁞⁞
Attack: Ranged 5 (one creature); +26 vs. Will
Hit: The only attacks the target can make are basic attacks (save ends).
Each Failed Saving Throw: Vile glare recharges.

Triggered Actions

Variable Resistance ✦ **3/Encounter**
Trigger: The tyrant takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The tyrant gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Skills Arcana +23, Bluff +24, Insight +22, Intimidate +24
Str 25 (+18) **Dex** 13 (+12) **Wis** 23 (+17)
Con 23 (+17) **Int** 23 (+17) **Cha** 27 (+19)
Alignment chaotic evil **Languages** Abyssal, Common

Tactics: One balor moves close to a pool of molten iron, dragging enemies into it with its *flaming whip*. The other blocks the bridge and yanks foes over the edge whenever possible.

The nalfeshnee tyrants use *black lightning* to render targets more vulnerable to their *unholy whispers*

8 Ferroliths	Level 24 Soldier
Medium elemental humanoid (demon)	XP 6,050 each
HP 231; **Bloodied** 115	**Initiative** +18
AC 40, **Fortitude** 37, **Reflex** 34, **Will** 36	**Perception** +21
Speed 6, fly 8 (hover)	Darkvision
Vulnerable 10 acid	
Standard Actions	
Adamantine Claws ✦ At-Will	
Attack: Melee 1 (one creature); +29 vs. AC	
Hit: 2d10 + 8 damage, and the target is marked until the end of the ferrolith's next turn.	
Barrage of Razors ✦ Recharge ⚅ ⚄ ⚃	
Attack: Ranged 10 (one creature); +29 vs. AC	
Hit: 2d10 + 10 damage, and the target takes ongoing 10 damage and is slowed (save ends both).	
Iron Spiked Web ✦ Encounter	
Attack: Close blast 3 (creatures in blast); +29 vs. AC	
Hit: 4d10 + 10 damage, and the target is immobilized (save ends).	
Miss: Half damage, and the target is immobilized until the end of the ferrolith's next turn.	
Triggered Actions	
Ripping Fangs ✦ At-Will	
Trigger: An enemy adjacent to the ferrolith and marked by the ferrolith shifts.	
Attack (Opportunity Action): Melee 1 (triggering enemy); +29 vs. AC	
Hit: 2d10 + 10 damage, and ongoing 10 damage (save ends).	
Str 32 (+23) **Dex** 19 (+16) **Wis** 18 (+16)	
Con 31 (+22) **Int** 17 (+15) **Cha** 13 (+13)	
Alignment chaotic evil **Languages** Abyssal	

attack. The ferroliths prefer to fight from the air. The babau stalkers use *dark abduction* to deposit foes in the lower roosts, where the ferroliths swarm them.

Treasure: The base of each statue is heaped with offerings totaling 600,000 gp. One balor possesses a +6 *bloodgem shard* (*Adventurer's Vault 2*). If the adventurers battle the creatures from area 3C here, those creatures have their personal treasure.

Area 3E: Throne Room

Combat Encounter Level 30 (96,800 XP)
Combat Encounter Level 33 (159,200 XP)

The adventurers face Graz'zt in his throne room, where the Dark Prince attempts to manipulate and turn them to his service. If unsuccessful, he looks forward to doing away with them personally.

Light: Dim light.

Monsters, Stage 1: Aspect of Graz'zt, 7 mariliths (polymorphed; see below).

Monsters, Stage 2: Graz'zt, 2 mariliths.

When the characters reach the room, read:

All the grandeur and decadence one expects of a demon prince pales in comparison to the room revealed when the ebony doors swing inward. Pale light emanates from a series of pools, casting a shimmering glow across gold-etched murals carved into silvery-white stone walls.

Dozens of lithe humanoid slaves caper and dance to the keening sounds that emerge from pillars of amber high on a platform to one side of the throne room. Across from the platform, two large alcoves hold a crystal sphere crackling with energy and another statue of Graz'zt, the ground at its feet littered with bones, weapons, and armor.

Beyond a raised altar, a broad expanse of ruby stairs rises. At its top stands an ornate throne studded with gems, each suitable to be the centerpiece of any mortal king's crown. Two mariliths coil behind the throne, their narrowed eyes noting every movement in the chamber.

Graz'zt the Dark Prince stands at the base of the steps. He wears a smile of casual amusement as he watches the dancers, barely noticing your arrival. Then his commanding voice fills the chamber. "Welcome mortals, to my humble palace. How might you be of service to me?"

Graz'zt is not so foolish as to expose himself to powerful foes, and the demon prince who interacts with the party is merely an aspect of Graz'zt. Unlike most aspects, this creature is under the direct control of the true Graz'zt, who directs his speech and actions. The aspect has the loyalty of the demons here, and can make full use of the features of the throne room as if he were Graz'zt unless otherwise noted (see below). The adventurers might guess at the aspect of Graz'zt's true nature (particularly if they pick up on his relative weakness in combat), but they have no way to determine it.

Regardless of how the adventurers arrived in his throne room, Graz'zt treats them with courtly condescension. The demon lord is genuinely curious about such bold mortals, but he also looks for any means to turn them to his service. Even if the characters have

fought their way to this point, Graz'zt's ego and civilized pretensions keep him from slaying them.

If the characters have not already been given accommodation, Graz'zt grants them rooms in the guest chambers for as long as they wish to stay. He and his agents then attempt to turn the adventurers toward the Dark Prince's service. If the characters resist, or when he feels they have outlived their usefulness, Graz'zt has them brought to his throne room to put an end to them.

If he is asked about Galewing, Graz'zt insists that the angel has stayed in Azzagrat of his own volition. If the characters have not already visited the Whispering Library, the Dark Prince allows them to be escorted there and encourages them to sample its power for themselves. He does not expect that the adventurers can convince Galewing to leave. If they do, he knows that the angel must keep his word and return to the throne room (see area 3F). Graz'zt takes that opportunity to slay Galewing and the party.

If the aspect of Graz'zt is attacked (or if he chooses to attack), seven of the dancers reveal themselves to be polymorphed mariliths, taking on their true forms as they defend the Dark Prince. The remaining dancers remain in the slave areas (see below), afraid to move. The two mariliths that flank the throne remain where they are, protecting the true Graz'zt where he observes from hiding (see below).

If his aspect is defeated, Graz'zt weighs the odds as well as the potential usefulness of the characters. If the adventurers remain at close to full strength, he offers to spare their lives in exchange for their service. If their resources have been depleted, or if they have left a path of destruction across Azzagrat, he attacks to make an example of them.

When the true Graz'zt is revealed, his marilith attendants defend him to the death. An attack by Graz'zt is treated as a second encounter, so that any of the throne room defenses that have been disabled (see below) are reset and must be overcome again. If the characters bring the true Dark Prince to 100 hit points or fewer, he asks for quarter and offers all manner of wealth and power if they spare him. Defeating Graz'zt (whether he lives or not) prevents him from interfering in the escape of Galewing. The angel must still be convinced to leave the library, however.

If Graz'zt drops to 0 hit points, see "Defeat of the Dark Prince."

Aspect of Graz'zt **Level 24 Elite Skirmisher**
Medium elemental humanoid (demon) XP 12,100

HP 438; **Bloodied** 219 **Initiative** +23
AC 40, **Fortitude** 36, **Reflex** 38, **Will** 38 **Perception** +19
Speed 6, teleport 4 Darkvision
Saving Throws +2; **Action Points** 1

Traits

Combat Advantage
If the aspect hits with an attack against a target granting combat advantage to him, the target takes 15 extra damage. A creature dominated by the aspect counts as his ally for the purpose of flanking.

Standard Actions

⨁ **Greatsword** (acid, teleportation, weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +29 vs. AC
Hit: 3d6 + 19 damage, ongoing 15 acid damage (save ends), and the aspect can teleport the target 1 square.

Forceful Domination (charm) ✦ **Recharge** when no enemy is affected by this power
Attack: Ranged 10 (one creature); +28 vs. Will
Hit: The target is dominated (save ends; the target takes a -2 penalty to the saving throw).
Effect: The aspect can use *greatsword*.

Triggered Actions

Variable Resistance ✦ **3/Encounter**
Trigger: The aspect takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The aspect gains resist 10 to the triggering damage type until the end of the encounter or until he uses *variable resistance* again.

Skills Arcana +21, Bluff +26, Diplomacy +26, History +21, Insight +24, Intimidate +26
Str 24 (+19) **Dex** 29 (+21) **Wis** 24 (+19)
Con 19 (+16) **Int** 19 (+16) **Cha** 29 (+21)
Alignment chaotic evil **Languages** all
Equipment greatsword

9 Mariliths **Level 24 Elite Skirmisher**
Large elemental humanoid (demon) XP 12,100 each

HP 436; **Bloodied** 218 **Initiative** +23
AC 38, **Fortitude** 35, **Reflex** 37, **Will** 35 **Perception** +21
Speed 8 Darkvision
Saving Throws +2; **Action Points** 1

Standard Actions

⨁ **Scimitar** (weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +29 vs. AC
Hit: 3d10 + 12 damage.

Shroud of Steel (weapon) ✦ **At-Will**
Effect: The marilith uses *scimitar* twice and gains a +6 bonus to AC until the end of its turn.

Weapon Dance (weapon) ✦ **Recharge** when first bloodied
Effect: The marilith uses *scimitar* six times. Each time it hits, the marilith can shift 1 square.

Triggered Actions

Hacking Blades (weapon) ✦ **At-Will**
Trigger: An adjacent enemy misses the marilith with a melee attack.
Effect (Free Action): The marilith uses *scimitar* against the triggering enemy.

Variable Resistance ✦ **3/Encounter**
Trigger: The marilith takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The marilith gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Skills Bluff +24, Insight +21, Intimidate +24, Stealth +26
Str 25 (+19) **Dex** 28 (+21) **Wis** 19 (+16)
Con 18 (+16) **Int** 14 (+14) **Cha** 24 (+19)
Alignment chaotic evil **Languages** Abyssal
Equipment 6 scimitars

Graz'zt **Level 32 Solo Controller**
Medium elemental humanoid (demon) XP 135,000

HP 1,430; **Bloodied** 715 **Initiative** +27
AC 48, **Fortitude** 45, **Reflex** 48, **Will** 48 **Perception** +24
Speed 6, teleport 6 Darkvision
Immune charm, sleep, stunned
Saving Throws +5; **Action Points** 2

Traits

Combat Advantage
If Graz'zt hits with an attack against a target granting combat advantage to him, the target takes 25 extra damage. A creature dominated by Graz'zt counts as his ally for the purpose of flanking.

Standard Actions

⊕ **Wave of Sorrow** (acid, teleportation, weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +37 vs. AC
Hit: 4d10 + 27 damage (or 6d10 + 67 damage if Graz'zt scores a critical hit), and ongoing 20 acid damage (save ends). Graz'zt can then teleport to a square adjacent to the target.

Double Attack ✦ **At-Will**
Effect: Graz'zt uses *Wave of Sorrow* twice.

Overwhelming Domination (charm) ✦ **Recharge** when no enemy is dominated by Graz'zt
Attack: Ranged 20 (one or two creatures); +35 vs. Will
Hit: The target is dominated (save ends; the target takes a -4 penalty to the saving throw). Graz'zt can force the dominated target to use encounter attack powers.
Aftereffect: The target takes a -4 penalty to Will until the end of the encounter.

Sorrow Cyclone (acid, teleportation, weapon) ✦ **Recharge** ⚄ ⚅
Effect: Close burst 2 (enemies in the burst); Graz'zt uses *Wave of Sorrow* once against each target.

Unholy Blight ✦ **Recharge** ⚄ ⚅
Attack: Area burst 5 within 10 (enemies in the burst); +35 vs. Reflex
Hit: 5d12 + 27 damage, and the target is weakened until the end of Graz'zt's next turn.

Minor Actions

Change Shape (polymorph) ✦ At-Will
Effect: Graz'zt can alter his physical form to appear as an attractive Medium humanoid of any race or gender.

Triggered Actions

Variable Resistance ✦ **3/Encounter**
Trigger: Graz'zt takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): Graz'zt gains resist 20 to the triggering damage type until the end of the encounter or until he uses *variable resistance* again.

Vicious Twist (weapon) ✦ **Recharge** when Graz'zt misses with a weapon attack
Trigger: Graz'zt hits a creature with a weapon attack.
Effect (Free Action): The creature takes 25 extra damage.

Skills Arcana +27, Bluff +32, Diplomacy +32, History +27, Insight +29, Intimidate +32
Str 27 (+24) **Dex** 33 (+27) **Wis** 27 (+24)
Con 22 (+22) **Int** 22 (+22) **Cha** 33 (+27)
Alignment chaotic evil **Languages** all
Equipment *+6 greatsword (Wave of Sorrow)*

Wave of Sorrow Level 30

Wave of Sorrow is a massive black greatsword. The serrated blade undulates for minutes after it draws blood.

Lvl 30 +6 3,125,000 gp
Weapon: Greatsword
Enhancement Bonus: Attack rolls and damage rolls
Critical: +6d10 damage

Property
A successful melee attack using this weapon also deals ongoing 10 acid damage (save ends).

Attack Power (teleportation) ✦ **At-Will** (Free Action)
Trigger: You hit an enemy with a melee attack or a close attack using this weapon.
Effect: You teleport to a square adjacent to the enemy.

Altar of Obedience: The altar at the center of the chamber rewards creatures that serve the Dark Prince. Any ally of Graz'zt in the throne room deals 10 extra damage when it hits with an attack. Demon allies of Graz'zt in the throne room that have *variable resistance* can use it as an at-will power. A character adjacent to the altar who succeeds on a DC 42 Arcana check or Religion check negates its power until the end of the encounter.

Amber Choir and Dancing Slaves: Graz'zt has used amber to hold the numerous succubi sent to infiltrate his domain over the centuries. Entombed alive, these creatures' keening agony produces an alluring song that haunts the minds of those that do not dance for the demon prince's amusement.

Any nondemon that ends its turn outside one of the dancing slave zones marked on the map takes 20 psychic damage. The slaves that cower within each slave zone make the zones difficult terrain to foes of Graz'zt. Any ally of the Dark Prince gains concealment while in a slave zone.

A character adjacent to a trapped succubi can attempt a DC 42 Arcana check or Religion check to disrupt the choir. On a first successful check, the psychic damage dealt by the choir is reduced to 10 until the end of the encounter. A second successful check negates the damage entirely.

Dimensional Globe: This enchanted crystal sphere prevents the use of teleportation in the throne room. Evil creatures are immune to this effect. A character adjacent to the sphere can attempt to disable it with a DC 42 Arcana check or Thievery check.

Elemental Pools: The pools are filled with normal water when the party arrives. Graz'zt can imbue the water with elemental power that deals 30 acid, cold, fire, or poison damage (his choice) to any creature that enters a pool or starts its turn in one. A creature takes this damage only once per round.

As a free action once per turn, Graz'zt can activate the elemental damage, change the water's damage type, or make the water harmless again.

Ruby Stairs: When attacking a creature that is on the stairs, Graz'zt can score a critical hit on a roll of 19-20.

Throne: As long as he is seated on the throne, Graz'zt (but not his Aspect) can choose to be undetectable by any means.

Tactics, Stage 1: The polymorphed mariliths reveal themselves and strike. They attack ranged combatants in pairs in an effort to eliminate them quickly. Otherwise, they stay in the midst of their foes to use *shroud of steel*, then exploit that power's AC bonus to trigger *hacking blades*.

The aspect of Graz'zt dominates foes as often as he can, otherwise maneuvering to flank for combat advantage with his *greatsword* attack. He teleports characters into one of the elemental pools or out of a slave zone whenever possible.

If the aspect of Graz'zt is defeated, any surviving mariliths stand down. They join the fight again if the true Graz'zt attacks.

Tactics, Stage 2: Graz'zt initially stays behind the mariliths and uses *overwhelming domination* and *unholy blight*. He then advances to attack with *sorrow cyclone* and *Wave of Sorrow* while his ranged powers recharge. At least one of the mariliths remains close to the Dark Prince, but the others break away to deal with any ranged foes.

Treasure: Chests of valuables stand beside Graz'zt's throne, demonstrating his wealth and allowing him to cast tokens of appreciation to creatures that please him. In addition to coinage that is likely beneath their notice, the adventurers find 75 ad. Hanging on the walls of the chamber, standing on the altar, and scattered among the chests are twenty art objects of various kinds and values totaling 1,000,000 gp. A *nullifying ring*, a *robe of the archfiend* (both from *Adventurer's Vault*), and *Wave of Sorrow* (Graz'zt's +6 *greatsword*) complete the trove.

Area 3F: Whispering Library

Combat Encounter Level 29 (90,600 XP) or Combat Encounter Level 31 (116,600 XP); see below

The angel Galewing has been driven mad by the obsessive power of the Whispering Library. Though the adventurers can easily find him, he proves resistant to any effort to return him to Celestia.

The bored guards in this area see the arrival of the characters as an overdue excuse for battle. If the party fights only the demons, this is a level 29 encounter. If the party fights Galewing as well, it becomes a level 31 encounter.

Light: Ghostly floating candles shed dim light throughout the library.

Monsters: 1 molydeus demon, 4 hezrou demons, 4 vile secrets of Vecna.

Other Creatures: Galewing.

When the characters enter the library, read:
Shelves stacked with innumerable tomes literally groan with secrets—a low, mournful, and weighty sound. Voices in every language whisper hints to unanswered questions. Some of the books drift from the shelves, hovering as their flowing pages offer glimpses of extraordinary mysteries. Stray books are returned to the library's shelves by four horrid secrets of Vecna, their tattered garb as flayed as their flesh. Important tomes stand open on stone pedestals in an enclosed central hall, but its entrance is guarded by four frog-like hezrous and a horrid molydeus, bearing a scaled tail and the heads of a wolf and snake.

A gaunt-faced angel, his wing tips dragging against the stone floor, emerges from between two shelves. He whispers softly into a book, snaps it closed, then slides it onto a nearby shelf. His downcast eyes dart around nervously, his face a mask of shame and guilt.

The demonic guards assume the adventurers are guests of Graz'zt and do not attack. The vile secrets of Vecna are the librarians here. Traitors to that god and victims of bargains with Graz'zt, they encourage the adventurers to use the power of the library.

Galewing has become enthralled by the library's curse (see "Whispered Secrets," below), and takes no interest in the party's arrival. He claims to remain here willingly, thanks to the library's hold, and resists any effort to remove him. It is possible to talk him into leaving the library through roleplaying or with a DC 32 group skill check using any combination of Bluff, Diplomacy, and Religion. A cleric or a worshiper of Kord receives a +2 bonus to this check.

According to his bargain with Graz'zt, the angel must thank the demon prince before he can leave the Argent Palace. If he does not fulfill his word, Galewing cannot leave unless Graz'zt is slain.

If the characters fail in their attempts to convince Galewing to leave the library, or if they attempt to remove him by force, the angel's paranoia causes him to attack. The demons join the battle, but the vile secrets attack only if the library is damaged.

Unless the party has already defeated Graz'zt, the ruckus draws additional guards after five minutes. Use the statistics blocks from area 3D. The reinforcements try to take the characters alive, delivering them to Graz'zt and the throne room if they can.

4 Hezrous	Level 22 Brute
Large elemental humanoid (demon)	XP 4,150 each
HP 254; **Bloodied** 127	**Initiative** +17
AC 34, **Fortitude** 36, **Reflex** 33, **Will** 33	**Perception** +17
Speed 6	Darkvision

Traits

Noxious Stench (poison) ✦ **Aura** 2
Any enemy that makes an attack while in the aura takes 10 poison damage, or 20 poison damage while the hezrou is bloodied.

Standard Actions

Slam ✦ **At-Will**
Attack: Melee 2 (one creature); +27 vs. AC
Hit: 4d10 + 10 damage.

Bite ✦ **Recharge** ⚅ ⚅ ⚅
Attack: Melee 2 (one creature); +27 vs. AC
Hit: 6d12 + 10 damage.

Triggered Actions

Variable Resistance ✦ **2/Encounter**
Trigger: The hezrou takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The hezrou gains resist 20 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Str 28 (+20)	**Dex** 23 (+17)	**Wis** 23 (+17)
Con 24 (+18)	**Int** 8 (+10)	**Cha** 16 (+14)

Alignment chaotic evil **Languages** Abyssal

Galewing, Fallen Angel	Level 28 Elite Soldier
Large immortal humanoid (angel)	XP 26,000
HP 520; Bloodied 260	**Initiative** +24
AC 43, **Fortitude** 40, **Reflex** 38, **Will** 39	**Perception** +21
Speed 8, fly 12 (hover)	Darkvision

Immune fear; **Resist** 15 lightning, 15 radiant, 15 thunder
Saving Throws +2; **Action Points** 1

Traits

Angelic Binding (psychic) ✦ **Aura** 2
Any enemy in the aura that attacks a target other than Galewing takes a -2 penalty to attack rolls for the attack and 15 psychic damage.

Angelic Awe
Until Galewing is bloodied, he gains a +2 bonus to all defenses.

Standard Actions

Greatsword (lightning, thunder, weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +33 vs. AC
Hit: 3d8 + 24 lightning and thunder damage.

Celestial Bolt (lightning, radiant) ✦ **At-Will**
Attack: Ranged 20 (one creature); +31 vs. Reflex
Hit: 4d6 + 23 lightning and radiant damage.

Celestial Mastery ✦ **At-Will**
Effect: Galewing makes two basic attacks.

Storm of Steel ✦ **Recharge** when first bloodied
Effect: Galewing makes five basic attacks.

Minor Actions

Enticing Whisper (charm) ✦ **Recharge** when first bloodied
Effect: Close burst 5 (enemies in the burst); the target is pulled up to 5 squares.

Triggered Actions

Thunderous Blow (thunder) ✦ **Recharge** if Galewing scores a critical hit
Trigger: An enemy is hit by Galewing's melee attack.
Attack (Free Action): Close burst 3 centered on the triggering enemy (enemies in the burst); +31 vs. Fortitude
Hit: 2d4 + 23 thunder damage, and the target falls prone.

Skills Athletics +29, History +24, Intimidate +25

Str 30 (+24)	**Dex** 27 (+22)	**Wis** 25 (+21)
Con 28 (+23)	**Int** 21 (+19)	**Cha** 23 (+20)

Alignment unaligned **Languages** Common, Abyssal, Supernal
Equipment greatsword

Molydeus **Level 29 Elite Soldier**
Large elemental humanoid (demon) XP 30,000

HP 544; **Bloodied** 272 **Initiative** +22
AC 45, **Fortitude** 44, **Reflex** 39, **Will** 43 **Perception** +26
Speed 8 Blindsight 5
Immune fear
Saving Throws +2; **Action Points** 1

Traits

Demonic Weight ✦ Aura 2
Any enemy that starts its turn within the aura is slowed and cannot teleport until the start of its next turn.

All-Around Vision
Enemies can't gain combat advantage by flanking the molydeus.

Double Actions
The molydeus rolls initiative twice and takes its turn on both results. It regains the use of its immediate action at the start of each turn.

Dual Brain
At the end of each of its turns, the molydeus automatically saves against dazing or stunning effects that a save can end, and against any charm effect that a save can end.

Standard Actions

Battleaxe (weapon) **✦ At-Will**
Attack: Melee 2 (one creature); +34 vs. AC
Hit: 4d10 + 15 damage, and the target is marked until the end of its next turn.

Wolf Bite ✦ At-Will
Attack: Melee 2 (one creature); +34 vs. AC
Hit: 4d8 + 19 damage, and the molydeus slides the target 6 squares to a square adjacent to the molydeus.

Snake Bite (poison) **✦ At-Will**
Attack: Melee 3 (one creature); +34 vs. AC
Hit: 1d6 + 10 damage, and the target grants combat advantage and takes ongoing 20 poison damage (save ends both).

Dread Word (fear) **✦ Encounter**
Attack: Close burst 5 (enemies in burst); +32 vs. Will
Hit: The target is dazed (save ends).
Miss: The target is slowed and takes a -2 penalty to attack rolls (save ends both).

Triggered Actions

Variable Resistance ✦ 3/Encounter
Trigger: The molydeus takes acid, cold, fire, lightning, or thunder damage.
Effect (Free Action): The molydeus gains resist 30 to the triggering damage type until the end of the encounter or until it uses *variable resistance* again.

Skills Bluff +28, History +24, Insight +26, Intimidate +28
Str 30 (+24) **Dex** 22 (+20) **Wis** 24 (+21)
Con 32 (+25) **Int** 21 (+19) **Cha** 28 (+23)
Alignment chaotic evil **Languages** Abyssal
Equipment battleaxe

4 Vile Secrets of Vecna **Level 27 Artillery**
Medium immortal humanoid XP 11,000 each

HP 194; **Bloodied** 97 **Initiative** +18
AC 41, **Fortitude** 39, **Reflex** 39, **Will** 39 **Perception** +20
Speed 8, teleport 6

Standard Actions

Maddening Touch (psychic) **✦ At-Will**
Attack: Melee 1 (one creature); +30 vs. Will
Hit: 2d10 + 22 psychic damage, and if the secret is bloodied, the secret slides the target up to 2 squares.

Corrupting Thought (psychic) **✦ At-Will**
Attack: Ranged 20 (one creature); +32 vs. Will
Hit: 3d10 + 22 psychic damage, and if the secret is bloodied, the target cannot see the secret (save ends).

Triggered Actions

Horrific Visage (psychic) **✦ Encounter**
Trigger: The vile secret is first bloodied and has at least 1 hit point remaining.
Attack (No Action): Close burst 3 (enemies in the burst); +30 vs. Will
Hit: 2d6 + 21 psychic damage, and the target must move its speed away from the secret as a free action.

Str 25 (+20) **Dex** 21 (+18) **Wis** 24 (+20)
Con 26 (+21) **Int** 29 (+22) **Cha** 26 (+21)
Alignment chaotic evil **Languages** Abyssal, Common

Ancient Tomes: The four books in the central hall of the library are protected against time and damage by arcane circles of warding. Any creature gains a +2 bonus to all defenses while within a circle.

Shelves: The bookshelves throughout the library stand 15 feet high and provide superior cover against attacks that pass through them. A shelf can be toppled with a DC 40 Strength check. Creatures on the opposite side of a toppled shelf take 4d10 + 9 damage and are grabbed (escape DC 30). The area into which the shelf topples becomes difficult terrain.

If a toppled shelf strikes a parallel shelf, that second shelf makes a saving throw. On a failed saving throw, the shelf topples at the start of the next round.

Tactics: The hezrous stay in the thick of melee to maximize the effect of their auras. The molydeus uses *dread word*, *wolf bite*, and its *demonic weight* aura to restrict the movement of its foes.

If he turns against the party, Galewing attacks like a being possessed, heedless of any threats to his life. If the adventurers instead convince him to leave the library, he fights as an ally in this encounter and throughout the palace.

Treasure: Though many of the books here are filled with secrets that can be understood only through the magic (and curse) of the library, a thorough search reveals fourteen tomes of great value (50,000 gp each). These books contain dark knowledge that might best be left undiscovered. One of the vile secrets carries *Vecna's puzzle box* (*Adventurer's Vault 2*). Galewing bears a +6 *righteous greatsword* (*Adventurer's Vault*) that was a gift from Kord.

Whispered Secrets

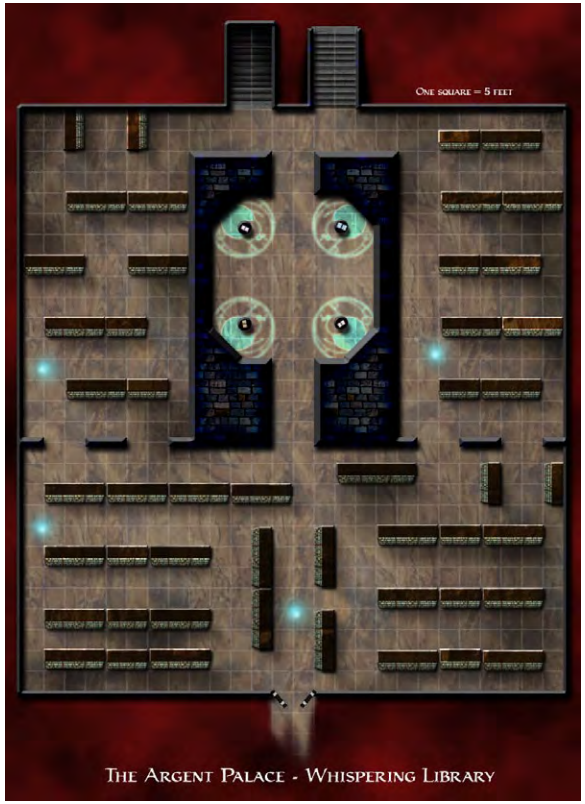
The Library of Whispers contains lore from every plane and period in history, but the information stored here carries a dark price. If a creature whispers a secret among the stacks, it is rewarded with a secret in return. The more often a creature does this, the more the library asserts control.

Creatures that use the library extensively are eventually filled with a dark paranoia, fearing that the secrets they have revealed might fall into enemy hands. At the same time, the knowledge garnered from the library fills the subject with a desire for

even more knowledge, creating an addictive cycle of hidden mysteries.

During combat, a creature can utter a significant and meaningful secret when adjacent to an upright bookshelf. The creature gains combat advantage until the end of the encounter against one chosen foe in the library, but the creature is also dazed (save ends), becoming stunned (save ends) after its first failed saving throw.

At your discretion, a character who bestows a secret to the library receives a useful secret in return—one that might impact the adventure, a future adventure, or some other aspect of the character's life.



Concluding the Adventure

Kord and the other gods of Celestia treat the characters as champions of the highest order if they return Galewing and avert war. Characters who have not already fulfilled their epic destinies receive aid in that pursuit from the gods themselves.

After returning to Celestia, Galewing is cast out of that realm unless the adventurers speak in his favor. The banished angel otherwise goes on to become a tragic hero questing to return to Kord's favor, or he despairs and becomes a terrifying rival lured into the service of Iggwilv. The Witch Queen is deeply interested in the secrets collected by the broken angel during his long sojourn in the Library of Whispers.

If Galewing was slain, Kord laments the loss but sees the death as proof of the corruptive power of the Abyss. The god remains even more determined to lead his armies against Graz'zt, drawing the planes closer to war. What becomes of the secrets left in the library by Galewing (and possibly the characters) is up to you. In the wrong hands, the angel's knowledge of Kord could lead to the god's downfall.

In the event that the characters force Graz'zt to submit, they earn some powerful and unexpected enemies. Orcus and Demogorgon are both irate that the characters failed to finish their eternal foe. (They are unaware of Graz'zt's plan to cheat death, described below.) The gods of good might also question the adventurers' motivations. Far worse, Graz'zt is unlikely to forget the mortals who made him beg for his life.

Complete failure likely results in the death of the adventurers. If they escape from Graz'zt, he does everything in his power to punish them. He takes any opportunity to subtly push the characters into danger as they complete the epic tier, ideally setting them to face off against his own rivals. That way, regardless of who is victorious, Graz'zt will have one less enemy to contend with in the future.

Defeat of the Dark Prince

Striking the fatal blow against Graz'zt triggers potent rituals bound into the walls of the Argent Palace. The unimaginable power that binds Azzagrat's three layers together surges into Graz'zt to preserve his essence, even as it unmakes his realm.

As Rauwend, Barogûnd, and Voorz'zt separate, the towers of the Argent Palace phase into each other, crumbling as their impossible architecture fails. The body of Graz'zt appears in the devastated throne room of the Argent Palace in Voorz'zt, but his essence suffuses the throne room of Barogûnd. The time required for Graz'zt to reclaim his physical form is left to you, but the sundering of Azzagrat prevents him from challenging the characters further in this adventure.

The characters are in a version of the collapsing throne room in Rauwend. If they have not yet made their way to the Whispering Library, they find Galewing in the Rauwend iteration of the library and the area 3F encounter takes place as described.

Graz'zt devised this final escape plan to cheat certain death, but he expected it to be an act of desperation he would never require. These rituals leave him greatly diminished in power, even as they place Rauwend and Voorz'zt out of his control. Demons previously held in check by the Dark Prince embark on a riot of ruin, looting, and settling scores with rivals.

This power vacuum is sure to upset the relationships and rivalries between Orcus, Demogorgon, and the other major forces of evil. A wide-reaching demonic war erupts throughout the Abyss, with Iggwilv standing by to take advantage of it. Two layers of the Abyss stand open for conquest, and the Witch Queen has the resources to place demon lords under her control into power there.

If it fits your plans for the end of the epic tier, Iggwilv might also try to capture the characters, to dangle these prizes before her one and only true love. When he is restored, Graz'zt does not forget the mortals who bested him and destroyed his power. He will go to great lengths to punish them, thus making the players valuable bargaining chips for Iggwilv or any other evil entity currying the Dark Prince's favor.

About the Author

John "Ross" Rossomangno is a freelance writer and contributor to *D&D Insider*. Among his credits is the article "History Check: The Iggwilv-Graz'zt Affair," and he has been obsessed with the unfortunate couple since the early days of AD&D. When he's not hunched over the keyboard in an effort to expand his author bio, he's hunched over the keyboard posting varied ramblings to his website, *BrokenBinding.com*.

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The Village of Hommlet

A D&D® adventure for characters of levels 3-5

By Gary Gygax and Andy Collins

Illustrations by Noah Bradley, Chris Seaman, Eva Widermann, Tyler Walpole, Dave Trampier, and Christopher Burdett

Cartography by Jared Blando, Jason A. Engle, Todd Gamble, and Matthew Stevens

In "The Village of Hommlet," the player characters are introduced to the denizens of a farm village at the edge of the wilderness. There, they learn of bandits troubling the locals and head to a nearby ruined moathouse to investigate. At the moathouse, the adventurers discover that a band of brigands is the least of the village's worries. An evil priest is assembling a small army of monsters to help restore the foul glory of the infamous Temple of Elemental Evil!

"The Village of Hommlet" includes details on the village itself as well as a nearby ruined keep and dungeon. Based on the classic adventure of the same name published nearly 30 years ago, this version updates the material for the 4th Edition rules while retaining key elements of the original.

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Background

Hommlet is a sleepy village, its farmhouses and artisans clustered around a crossroads at the edge of the wilderness. Worshipers of Pelor and other gods mingle peacefully over ale at the local inn while merchants hawk their wares in nearby shops.

Of course, the village was not always so quiet. Less than a generation ago, powerful evil forces moved into the region and took control. Ruling from their mighty Temple of Elemental Evil, these wicked folk seemed invincible . . . until great heroes rose up and shattered the temple's sinister hold over the land.

Peace returned. Years passed, and memories faded. Veterans of the struggle went back to their lives, and two of the heroes settled down to make Hommlet their new home.

But evil has returned to Hommlet, and now the village stands unwittingly at the forefront of a great wave poised to sweep across the land. An evil priest named Lareth the Beautiful has settled in a nearby ruined keep, charged by his depraved masters with the responsibility of gathering minions and treasure to help rebuild the fallen temple.

As the adventure begins, the player characters (PCs) have just arrived in Hommlet. Spend as much time as you and your players like getting to know the locals before sending heroes on the trail of bandits to the moathouse.

Of course, spies in Hommlet keep Lareth informed of all suspicious activities in the village, including the appearance of would-be heroes. . . .

Hommlet

The village of Hommlet sits at a crossroads, nestled at the edge of the wilderness. The northern road winds through the Kron Hills some 30 leagues to the town of Verbobonc, while the south road leads eventually to the elven forest of Celene.

The eastern road is less traveled, since it passes through a broad expanse of lonely hills and woodlands before finally reaching the great walled city of Dyvers, which sits on the shores of the Nyr Dyv (known also as the Lake of Unknown Depths). The route is famed for the evil forces that once used it as a thoroughfare, and stories persist of undead spirits that still haunt the abandoned inns along the way.

Originally a simple collection of farms with a rest house for weary travelers, Hommlet soon became a thriving waypoint. The village prospered and grew, enticing many travelers to stop and settle around the crossroads. But this prosperity also attracted those with sinister intent.

Bandits who made their living by raiding travelers became bolder and more numerous, eventually forming a ramshackle community of their own, called Nulb. This sinister gathering became the nucleus of a festering pustule of villainy known as the Temple of Elemental Evil.

Soon mighty hordes of evil humanoids and monsters roamed the land, pillaging farms and enslaving townsfolk in the name of Elemental Evil. Eventually, however, a band of adventurers and a host of brave souls from nearby territories threw down the cult, scattering its surviving constituents. Peace returned to Hommlet, swords and armor were set aside for plows and anvils, and stories of goblins and demons became fireside tales to scare young children. Though no villager has entirely forgotten the evil times, only a few still remain vigilant today.

But evil has a longer memory than good.

History of Hommlet

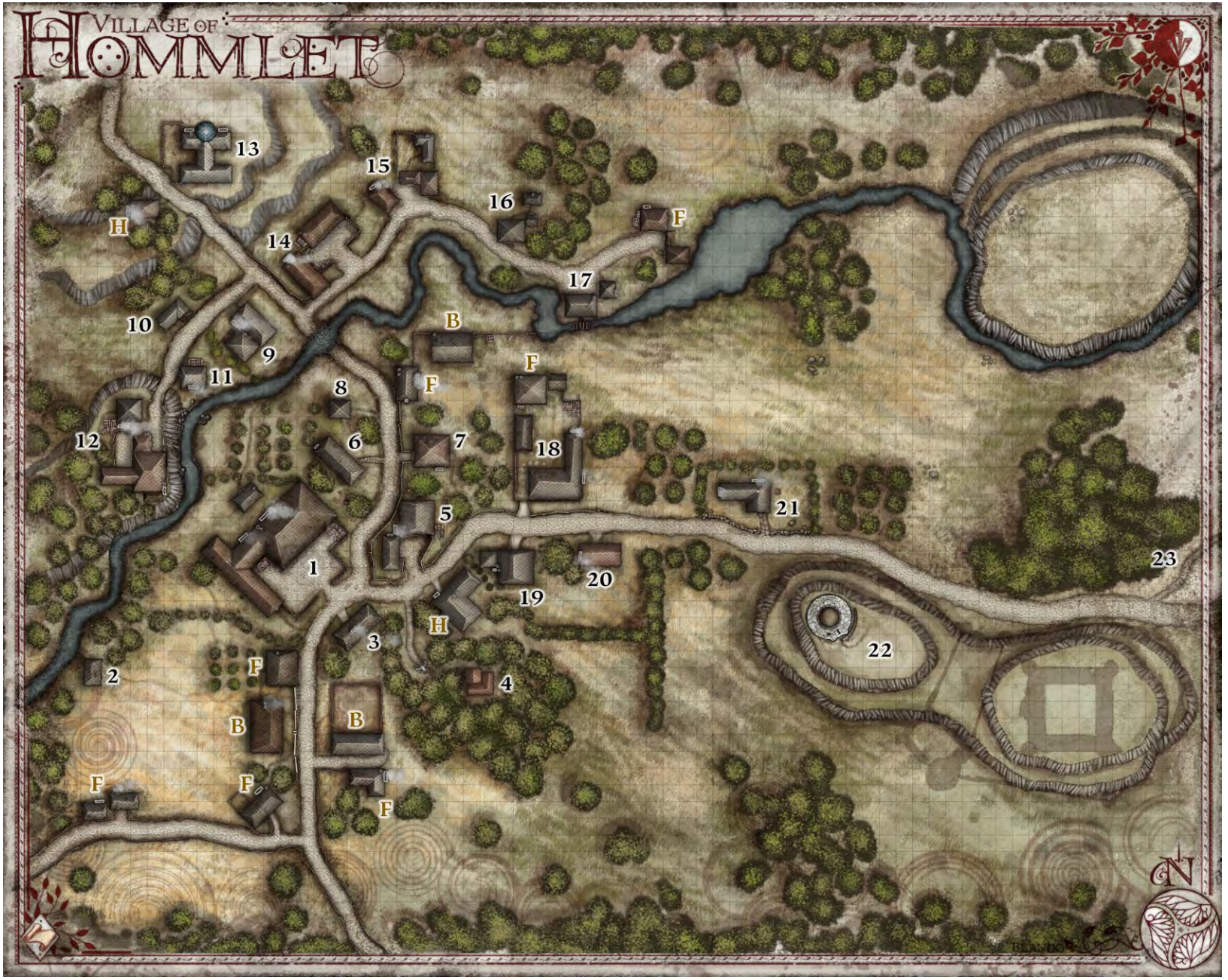
In 1979, TSR, Inc. published a slim adventure entitled T1, *The Village of Hommlet*. This adventure, like the one in your hands, detailed a small farming village, its inhabitants, and a nearby moathouse populated by evil creatures.

Set in the venerable Greyhawk™ campaign world, this adventure was originally intended as the first part of a larger series of adventures that culminated in the exploration of the newly repopulated Temple of Elemental Evil. However, the temple didn't see print for six long years, when it was finally published as part of a 128-page "super-adventure" named T1–4, *The Temple of Elemental Evil*. This adventure included a chapter that updated and revised *The Village of Hommlet* (the original adventure), gathering the entire storyline between two covers.

Over the years, Hommlet and the temple have reappeared in a novel, computer game, and even another super-adventure: *Return to the Temple of Elemental Evil* (published in 2001 and set years after the original adventure).

This adventure returns to the roots of the original 24-page adventure while also incorporating a few elements from the 1985 expansion of the village and updating the whole thing to the 4th Edition of the D&D game. Here you'll find Rufus and Burne, Elmo and Lareth, and yes, even the giant frogs.

Over time, malevolent forces crept back into the region, bent on recreating the glory days of the Temple. Today, sinister spies lurk in Hommlet while a vile priest assembles a small army in the ruins of a nearby moathouse.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Key to Locations

The map on the previous page shows the village of Hommlet. The letters and numbers on the map correspond to the location key below. Locations in bold text are described more fully under "Notable Locations." The remaining locations are left to the DM to flesh out in whatever detail is required by the campaign.

B. Barn
F. Farmhouse
H. Herder
1. Inn of the Welcome Wench
2. Woodcutter
3. Leatherworker
4. Druid's Grove
5. Blacksmith
6. Village Hall
7. Weaver
8. Tailor
9. Jeweler and Moneychanger
10. Cabinet Maker
11. Potter
12. Brewer
13. Temple of Pelor
14. Trading Post
15. Teamster
16. Dairy
17. Miller
18. Village Elder
19. Wheel and Wainwright
20. Carpenter
21. Stonemason
22. Tower of Rufus and Burne
23. Shrine of Avandra

Notable Locations

The following locations in Hommlet are of particular significance to the player characters. Some of the locations include minor quests that the characters can acquire. Use these as extra adventure hooks, rewards for befriending villagers, or ways to expand the story of your campaign.

Several important villagers are mentioned by name. For more information on these nonplayer characters (NPCs), see "Notable Denizens of Hommlet."

Inn of the Welcome Wench (Area 1)

This large structure is the center of village life, bustling with visitors from morning to night. A human named Gundigoot owns and runs the inn, with the help of his wife, their two daughters, and an array of servants. The food is good, with specials such as poached salmon and stuffed pheasant.

Most locals are here at various times, particularly Elmo, Calmert, Rufus, Burne, Mytch, Fernok, Spugnois, and Zert (the last three keep private rooms).

The inn's spacious cellar includes a secret meeting room with a stash of weapons and armor (dating back to when evil held sway in the region).

Minor Quest (175 XP): Gundigoot's latest shipment of brandy is several days overdue. It should have arrived from the east, but no sign of the wagon has been reported. Bandits living in the moathouse captured the shipment, and the last few barrels are kept in a dungeon storeroom under the moathouse. If the characters recover the shipment or at least report what happened to it, Gundigoot rewards them with 50 gp and free room and board for a month.

Druid's Grove (Area 4)

This bastion of "the Old Faith" is also the home of a half-elf druid named Jaroo Ashstaff and his companion, a cave bear.

At your discretion, characters who leave offerings worth 10 gp or more at the grove gain a +2 bonus to checks made to interact with the villagers for a week.

Minor Quest (175 XP): Jaroo needs some herbs for a healing poultice. These plants grow only in the marshes a couple miles east of town. Jaroo advises that the characters look for an overgrown track leading off the road just past the new guard tower.

The requisite herbs can be found with a DC 17 Nature check and a few hours of searching. During that search, the characters also find the ruined moathouse.

Temple of Pelor (Area 13)

Ostensibly dedicated to Pelor, this temple welcomes worshipers of any good or lawful good deity. A human priest named Terjon runs the temple with the assistance of a younger human acolyte named Calmert.

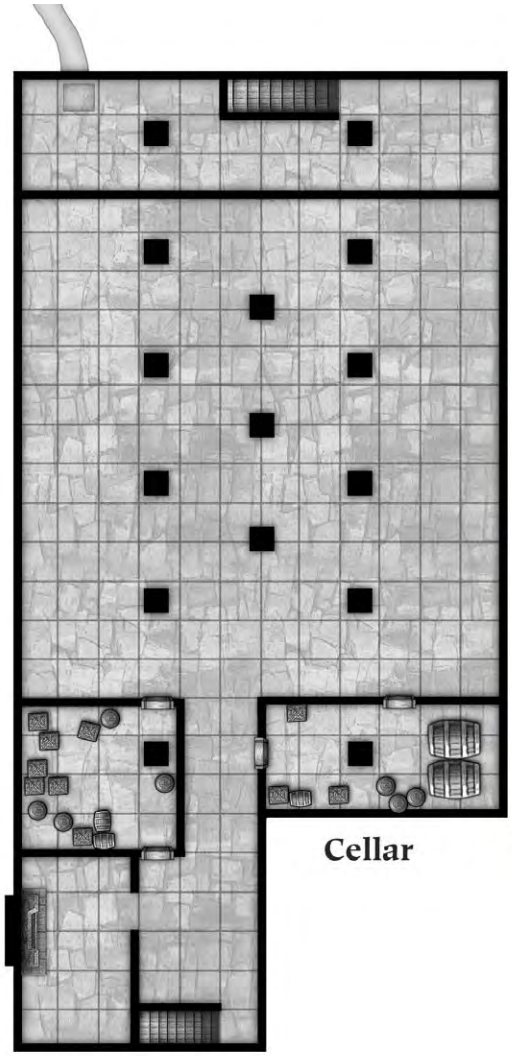
At your discretion, characters who leave offerings worth 10 gp or more at the temple gain a +2 bonus to checks made to interact with the villagers for a week.

Minor Quest (175 XP): The acolyte Calmert is madly in love with Larissa, a serving maid at the Inn of the Welcome Wench. If the characters could convince her of his valor and kind heart, he'd be grateful. You can run this purely as a roleplaying exercise, or you can craft a complexity 1 skill challenge featuring Bluff and Diplomacy and allow characters to use their skills to win the day. (For more information on crafting skill challenges, see page 157 of the *Rules Compendium*™.)

Trading Post (Area 14)

This shop sells armor, weapons, and adventuring gear, including the occasional potion or alchemical item. Prices are high (10–25% above normal), which the shopkeepers Rannos and Gremag chalk up to high shipping costs and losses to local bandits.

See Encounter H-1 for a map of the shop.



INN OF THE WELCOME WENCH

Village Elder (Area 18)

This manor houses Hesta the village elder, her husband, and their four grown sons and their families.

Minor Quest (175 XP): Hesta has begun to hear rumors of bandit activity in the area, and she's concerned for locals and travelers. Despite her best efforts to do so, she can't convince the council—particularly Rufus and Burne—that these are anything more than tall tales. If the characters bring back evidence of outlaw activity, she can formally request assistance from Burne's mercenary troops in rooting them out.

In addition to the XP reward, characters who complete this quest gain a +2 bonus to Diplomacy checks with Hesta for the rest of their stay in Hommlet but also suffer a -2 penalty with Burne because of his loss of standing resulting from their success.

Tower of Rufus and Burne (Area 22)

This 60-foot-tall tower is just the first part of an entire castle planned for the site, funded by generous royalty who owe its inhabitants—the fighter Rufus and the wizard Burne—more than a few favors.

Sixteen loyal human guards, known as Burne's Badgers, reside in the tower. Though not part of the militia, they readily come to the aid of any villagers if so ordered by either of the tower's owners.

Minor Quest (175 XP): Hommlet has more than its share of evil spies. If the characters gain the trust of Rufus or Burne, they are asked to keep an eye out for spies in the village. Both men correctly believe that evil forces are at work in the region, and they need all the keen lookouts they can get. The characters receive the quest reward for each spy they expose. Rannos Davl, Gremag, and Zert all fit the bill.

Shrine of Avandra (Area 23)

This small roadside shrine is frequented by travelers coming in and out of the village. No priest of Avandra lives in Hommlet. Gundigoot, the local innkeeper, charges his servants with keeping the shrine tidy.

At your discretion, characters who leave offerings worth 10 gp or more at the shrine gain a +1 bonus to checks made to interact with the villagers for a week.

The evil traders Rannos Davl and Gremag use this location as a drop point for messages they need delivered to Lareth. Every few days, a bandit from the moathouse sneaks up just after nightfall to check for notes. The messages use only initials; no full names ever appear.

Notable Denizens of Hommlet

Although most folk residing in the village are simple farmers or artisans, Hommlet has many unusual inhabitants, some with allegiances that stretch beyond the town's borders.

Elmo the Secret Agent

As far as anyone in Hommlet knows, this jovial man is just a strong, slow-witted bumpkin who enjoys his ale a bit too much. His family still works their farm southwest of town, and his brother went off in search of fame and fortune some years back.

In reality, Elmo is an agent of a local viscount, who charged him with keeping an eye on all newcomers to the area. Experience has taught Elmo to be suspicious, so he works to insinuate himself into any expeditions launched by the characters. Assuming their actions mark them as agents of good, Elmo remains a loyal ally (though he keeps his allegiance secret as long as possible). If wronged, Elmo and his not-too-distant friends become the characters' enemies.

Elmo, Local Bumpkin **Level 4 Defender**
Medium natural humanoid, human

HP 47; **Bloodied** 23; **Healing Surges** 11 — **Initiative** +3
AC 21, **Fortitude** 20, **Reflex** 18, **Will** 16 — **Perception** +3
Speed 5

Standard Actions

⊕ **Battleaxe** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +8 vs. AC
Hit: 1d10 + 6 damage.
Effect: The target is marked until the end of Elmo's next turn.

⸸ **Bell Ringer** (weapon) ✦ **Encounter**
Attack: Melee 1 (one creature); +8 vs. AC
Hit: 1d10 + 6 damage, Elmo gains 5 temporary hit points, and the target is dazed until the end of Elmo's next turn.

Minor Actions

Guard Ally ✦ **Encounter**
Effect: One ally adjacent to Elmo gains a +5 bonus to AC until the end of Elmo's next turn or until the two characters are no longer adjacent to one another.

Skills Endurance +9, Insight +8
Str 18 (+6) **Dex** 12 (+3) **Wis** 13 (+3)
Con 14 (+4) **Int** 11 (+2) **Cha** 10 (+2)
Alignment good **Languages** Common
Equipment chainmail, heavy shield, battleaxe

Elmo makes a great NPC companion for a party missing a defender. See the *Dungeon Master's Guide® 2* for rules on companion nonplayer characters.

Gundigoot

As the owner and proprietor of the Inn of the Welcome Wench, Gundigoot is likely the first notable NPC encountered by the characters upon their arrival. He spends most of his waking hours inside the inn, performing various chores. He talks freely but says little. Surprisingly, his wagging tongue belies a keen judge of character.

Gundigoot serves as the sergeant of the Hommlet militia and also maintains the shrine of Avandra east of town. If statistics are needed for Gundigoot, treat him as a human guard (statistics in Encounter H-1).

Elmo

Rannos Davl and Gremag, Cult Spies

These two male humans run the local trading post. The heavy-set Rannos is friendly, while the gaunt Gremag tends to fuss, particularly when customers poke at his merchandise. They are relative newcomers to town, having been here barely two years.

Both men are actually evil servants of the same cult that employs Lareth the Beautiful (see the Moathouse). They don't know Lareth (or even his name), but they feed information to the priest by using bandit couriers from time to time. Neither one carries any clue to their real allegiance, though hidden in their quarters (Perception DC 22 to find) is a small black scarab inscribed with the letters TZGY. The significance of this item is left to the DM—is it a badge, a passkey, a dormant magic item, or something more sinister?

When the traders meet the characters, they offer the service of one of their guards (use the human guard statistics from Encounter H-1) for a mere 12 sp per day. Of course, this guard's job is to report back on the characters' activities.

Despite these two men's dark allegiance, the locals consider Rannos and Gremag upstanding members of the village and won't stand for anyone attacking them unless the characters can produce hard evidence of their treachery.

See Encounter H-1: Trading Post for more information.

Rufus

Burne

Rufus and Burne, Retired Adventurers

These two humans came to Hommlet a few years ago after successful adventuring careers (including the slaying of a green dragon some leagues away). They are popular in town and are seen frequently at the Inn of the Welcome Wench.

Though Rufus and Burne can defend themselves (Burne is a talented wizard, and Rufus is an experienced fighter), they rely on their retinue of loyal guards unless their talents are sorely needed.

They turn down invitations to join the characters on an adventure, though Burne knows many useful rituals that he's willing to cast for the right price, and

he could be cajoled into brewing a potion or other alchemical item.

Terjon the Priest

This stern, unfriendly human oversees the local temple of Pelor. Terjon doesn't enjoy his position. He was dispatched here not long ago when the previous leader of the temple, Y'dey, left unexpectedly. As a former adventurer, he'd rather be fighting evil directly; if he learns that the characters are setting off on an expedition, he offers his services.

Terjon makes a great NPC companion for a party missing a leader (or needing an extra healer). See the *Dungeon Master's Guide 2* for rules on companion non-player characters.

Terjon, Priest of Pelor	**Level 4 Controller**
Medium natural humanoid, human	
HP 36; **Bloodied** 18; **Healing Surges** 8	**Initiative** +3
AC 17, **Fortitude** 15, **Reflex** 15, **Will** 17	**Perception** +6
Speed 5	
Standard Actions	
⊕ **Mace** (weapon) ✦ **At-Will**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 1d8 + 2 damage. Terjon and one ally adjacent to him gain a +1 power bonus to AC until the end of Terjon's next turn.	
Command (charm, implement) ✦ **Encounter**	
Attack: Ranged 10 (one creature); +8 vs. Will	
Hit: The target is dazed until the end of Terjon's next turn. In addition, Terjon can choose to knock the target prone or slide it 2 squares.	
Minor Actions	
Healing Word (healing) ✦ **2/Encounter**	
Effect: Close burst 5 (one creature in the burst). The target can spend a healing surge.	
Skills Heal +11, Religion +9	
Str 11 (+2) **Dex** 12 (+3) **Wis** 18 (+6)	
Con 14 (+4) **Int** 14 (+4) **Cha** 8 (+1)	
Alignment good **Languages** Common	
Equipment chainmail, mace, holy symbol	

Terjon

Other Characters

Here are some other NPCs that the adventurers might encounter while in Hommlet.

Calmert (male human): This zealous acolyte serves in the temple of Pelor under Terjon and handles services in Terjon's absence. He's also madly in love with one of the serving maids at the inn (see "Temple of Pelor").

Furnok of Ferd (male dwarf): This gambler and self-proclaimed treasure hunter lives at the inn, making a modest living by cheating passing merchants.

Jaroo Ashstaff (male half-elf): This aging champion of the Old Faith lives in a secluded grove at the south edge of town. He works as an agent of a powerful druidic order, sent here long ago to keep watch for signs of evil returning to the land. He has access to a few useful rituals but won't accompany the party on an adventure.

Mytch the Miller (male human): One of the pillars of the community, Mytch is a member of the Hommlet militia (use the human guard statistics in Encounter H-1). He doesn't trust newcomers.

Spugnois (male tiefling): This talented warlock hopes to search the moathouse for arcane secrets. He keeps a low profile, wearing nondescript garb and avoiding displays of power. He offers to accompany the characters if he learns they are headed to the moathouse, as long as he's promised at least one magic item in his share of treasure. If allowed to accompany the party, he attempts to assert himself as leader of the expedition and quickly becomes domineering. Use the tiefling occulist statistics on page 253 of *Monster Vault*™.

Hesta the Village Elder (female human): This wise and respected woman leads the town council (whose other members include Jaroo, Terjon, Elmo's father Lar, Mytch, Burne, and Rufus, in descending order of seniority) and also serves as Hommlet's Justice of the Peace.

Zert (male human): This burly fighter is another spy for the same organization that employs Lareth and the traders. He's willing to join the characters for an equal share of treasure. Use the common bandit statistics in Encounter M-2.

Encounter H-1: Trading Post

Encounter Level 6 (1,250 XP)

Setup

Use this encounter only if the characters start a fight with the traders Rannos Davl and Gremag, or if the traders believe that their cover is blown and they have no choice but to defeat the characters before the secret gets out.

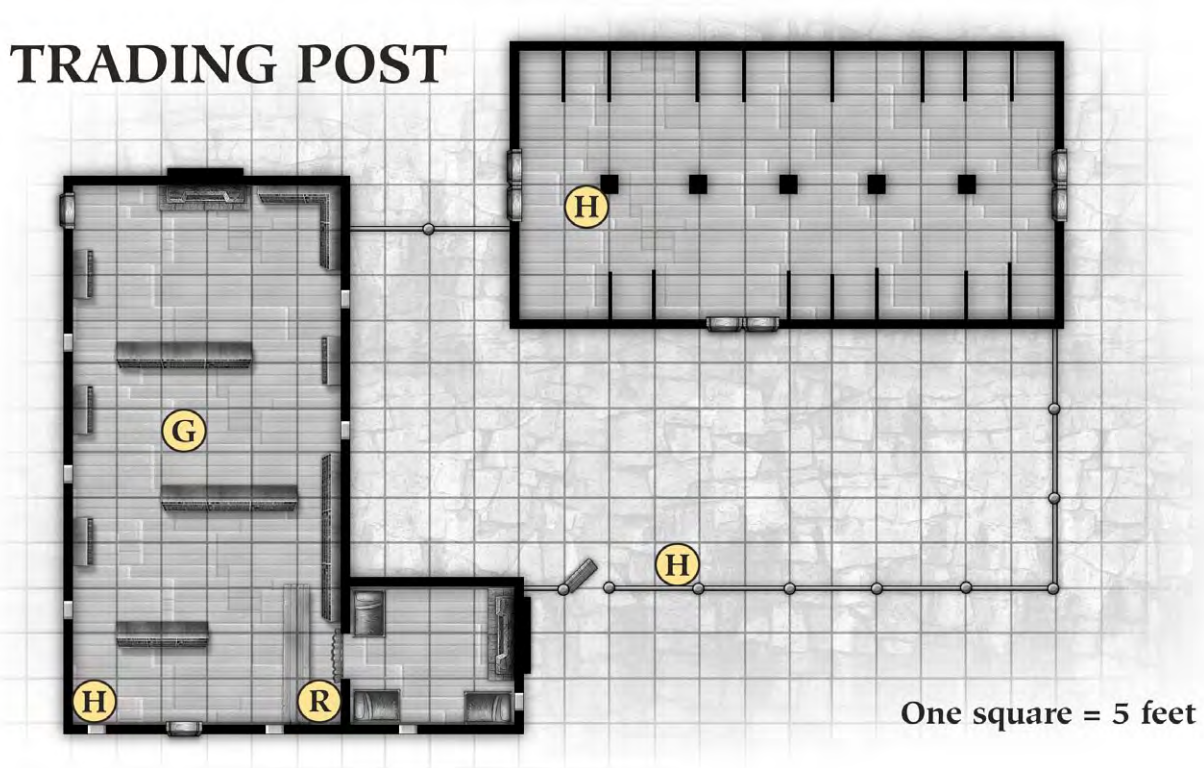
Despite their evil natures, both traders would prefer that their identities remain secret, even if the characters seem tough enough to give Lareth a good fight. Rather than taking on the adventurers themselves, they'll give one of their guards a message to deliver to one of the bandits at the designated drop point (the shrine of Avandra). Other than this occasional communication, both traders engage in no activities that might appear suspicious.

This encounter includes the following enemies:

Rannos Davl, human trader (R)
Gremag, human trader (G)
3 human guards (H)

If the characters approach the trading post during the day, read:

A shield hanging outside this wooden store is painted with a sword and wedge of cheese. Through the windows, you see a skinny shopkeeper tending to shelves of trade goods.



At night, the trading post is closed and its windows shuttered. A DC 22 Thievery check is required to pick the lock on a door or window.

Features of the Area

Barnyard: This filthy yard has several dogs running loose. These animals avoid combat, but they have fouled the grounds to such an extent that any character standing from prone must succeed on a saving throw or fall prone again immediately.

Shelves: These racks stand 5 feet high. The shelves are too flimsy to climb or stand upon, but they can be tipped over with a DC 7 Strength check as a standard action. Tipping over a shelf creates a close burst 1 attack (+6 vs. Reflex; the target is knocked prone on a hit) and fills the area of the burst with difficult terrain.

Stables: Five surly mules are kept here in stalls. A mule lashes out at anyone moving adjacent to it (other than the traders or guards, who have cowed the mules into submission). Treat this as an immediate reaction melee attack (+5 vs. AC; 1d6 + 2 damage, and the target is pushed 1 square).

Tactics

After a fight begins, neither Rannos nor Gremag pull any punches. They work together to neutralize the characters as quickly as possible, knowing that if their secret gets out, they're as good as dead (either at the hands of angry townsfolk or their own dark masters).

Rannos works with the guards to gain combat advantage against one or more foes, the better to maximize the effectiveness of his *blade flurry*. He uses *surprise lunge* to move past the front line and strike at vulnerable or injured characters.

Gremag begins by poisoning a dagger, then throws it at the same target that Rannos faces. He prefers to stay out of the fray, moving into melee only when he can pin down a lone enemy.

Rannos Davl

The guards are well paid to protect the traders, and they lay down their lives to do so. Even though they have reach with their halberds, they stay adjacent to characters whenever possible to keep their foes from slipping away.

Noncombat Interactions

It's entirely likely that most encounters between the characters and the traders will be friendly exchanges rather than combat. Use these notes, along with relevant details from the stat blocks, to adjudicate the outcome of such interactions.

Rannos Davl is garrulous and witty, bantering with any customer who enters the trading post. This chatty nature belies a deep-seated suspicion of everyone in the village, particularly newly arrived adventurers. Despite his friendliness, Rannos doesn't visit the local watering hole, concerned about the effect of a few pints on his ability to keep his cover.

Gremag avoids chatting with the characters. He knows that he's not as glib as Rannos, and he prefers to let his partner do the fast-talking for both of them. He chafes at the "no killing" policy that Rannos holds them to, often itching to put his dagger between the ribs of an annoying customer. Like his partner, he steers clear of the inn.

The guards are unaligned but mean-spirited. They keep to themselves and don't talk much, even to locals. They know that their employers have allies outside town, but they don't suspect the extent of their masters' treachery. Even if they did, they'd remain loyal—none are locals, and they have no particular affection for this backwater village.

3 Human Guards (H)	**Level 3 Soldier**
Medium natural humanoid, human	XP 150 each
HP 47; **Bloodied** 23	**Initiative** +5
AC 19, **Fortitude** 16, **Reflex** 15, **Will** 14	**Perception** +6
Speed 5	
Standard Actions	
⊕ **Halberd** (weapon) ✦ **At-Will**	
Attack: Melee 2 (one creature); +8 vs. AC	
Hit: 1d10 + 6 damage, and the target is marked until the end of the guard's next turn.	
↓ **Powerful Strike** (weapon) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Melee 2 (one creature); +8 vs. AC	
Hit: 1d10 + 10 damage, and the target falls prone.	
➢ **Crossbow** (weapon) ✦ **At-Will**	
Attack: Ranged 15 (one creature); +8 vs. AC	
Hit: 1d8 + 7 damage.	
Skills Streetwise +7	
Str 16 (+4) **Dex** 14 (+3) **Wis** 11 (+1)	
Con 15 (+3) **Int** 10 (+1) **Cha** 12 (+2)	
Alignment unaligned **Languages** Common	
Equipment chainmail, halberd, crossbow, 20 bolts	

Aftermath

The traders keep very little money on the premises, sending most of their income back to their masters. Thus, characters looking for a big score here will likely be disappointed to find only 152 cp and 77 sp (plus any mundane equipment survives the fight).

In the event that the traders are killed or run out of the village, the trading post and all its merchandise are declared village property until the council decides what to do with them.

What's more, unless the characters provide evidence of the traders' misdeeds, they'll have to do some fast-talking to avoid being charged as murderers. You can treat this as a roleplaying exercise or a skill challenge (complexity 3 using Diplomacy, Bluff, and other appropriate skills).

Gremag

Rannos Davl (R) **Level 5 Elite Skirmisher**
Medium natural humanoid, human XP 400

HP 126; **Bloodied** 63 **Initiative** +8
AC 19, **Fortitude** 17, **Reflex** 19, **Will** 17 **Perception** +8
Speed 6
Saving Throws +2; **Action Points** 1

Traits

Combat Advantage
Rannos Davl deals 2d6 extra damage against any target granting combat advantage to him.

Marked Advantage
Rannos Davl gains combat advantage against any creature marked by one of his allies.

Standard Actions

Short Sword (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +10 vs. AC
Hit: 2d6 + 6 damage.

Blade Flurry (weapon) ✦ **At-Will**
Effect: Rannos Davl uses *short sword* twice and shifts 1 square before either or both attacks.

Move Actions

Surprise Lunge ✦ **Recharge** when first bloodied
Effect: Rannos Davl shifts up to 4 squares. When he ends this move, he gains combat advantage against each enemy adjacent to him until the end of his turn.

Skills Bluff +9, Insight +8, Stealth +11
Str 8 (+1) **Dex** 18 (+6) **Wis** 12 (+3)
Con 15 (+4) **Int** 14 (+4) **Cha** 15 (+4)

Alignment chaotic evil **Languages** Common
Equipment leather armor, short sword

Gremag (G) **Level 5 Elite Lurker**
Medium natural humanoid, human XP 400

HP 96; **Bloodied** 48 **Initiative** +10
AC 19, **Fortitude** 18, **Reflex** 19, **Will** 15 **Perception** +6
Speed 6
Saving Throws +2; **Action Points** 1

Traits

Cowardly Stance
If two or more enemies are adjacent to Gremag, he takes a -4 penalty to all defenses.

Standard Actions

Dagger (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +10 vs. AC
Hit: 2d4 + 8 damage.

Thrown Dagger (weapon) ✦ **At-Will**
Attack: Ranged 10 (one creature); +10 vs. AC
Hit: 2d4 + 8 damage.

Poisoned Blade (poison) ✦ **At-Will**
Effect: The next time Gremag uses *dagger* or *thrown dagger* during this encounter, the target also takes ongoing 10 poison damage (save ends) on a hit.

Triggered Actions

Sudden Riposte (weapon) ✦ **Recharge** ⚄ ⁞⁞
Trigger: An enemy hits Gremag with a melee attack.
Effect (Immediate Reaction): Gremag uses *dagger* against the triggering enemy. The attack gains a +2 bonus to the attack roll and deals 8 extra damage on a hit and half damage on a miss.

Skills Bluff +7, Stealth +11, Thievery +11
Str 17 (+5) **Dex** 18 (+6) **Wis** 8 (+1)
Con 12 (+3) **Int** 10 (+2) **Cha** 11 (+2)

Alignment chaotic evil **Languages** Common
Equipment 3 daggers, vial of poison

The Moathouse

Years ago, this small keep served as an outpost for the Temple of Elemental Evil. From here, the cultists organized raids on outlying areas, particularly Hommlet, gathering loot and slaves to serve their vile masters.

In the aftermath of the battle that destroyed the temple, the forces of good razed much of the moathouse and sent its inhabitants fleeing into the surrounding marsh.

Today, a new evil has arisen in the moathouse.

Lareth the Beautiful is the dark hope of chaotic evil–young, handsome, well endowed in abilities and aptitudes, thoroughly wicked and depraved.

Lareth has been sent to this area to forge an alliance with local forces of evil, aiming to build a formidable fighting force with which to sweep across the land. Those within the moathouse refer to him only as "the New Master" and know nothing of his true allegiances, which are up to you as the Dungeon Master (see the "Whom Does Lareth Serve?" sidebar).

Though his number of recruits is still relatively small, if left to his own devices Lareth will soon become a major threat to the entire region. The characters must strike now, before it is too late!

Despite the devastating siege of this keep, the moathouse is remarkably intact. Though the upper story has fallen to ruin, the walls are mostly solid to this day, with only a few notable gaps. The bandits living within have filled these gaps with rubble to prevent easy entrance.

The dungeon level of the moathouse bustles with activity, having more inhabitants than at any time in recent memory. Even so, some shadowy corners beneath the moathouse remain off limits to most who live here, since even foul cultists fear the hungry darkness.

WHOM DOES LARETH SERVE?

The *Village of Hommlet* adventure published in 1979 described Lareth as serving Lolth, the Spider Queen, who sought to use the temple's power for her own. Then the 3rd Edition adventure *Return to the Temple of Elemental Evil* suggested that Lareth in truth belonged to the cult of the Elder Elemental Eye (a front for the dark god Tharizdun).

In your campaign, Lareth can stand at the forefront of various evil plots. If Lolth and Tharizdun don't feature in your story, perhaps one of these options works better:

- Lareth worships Torog, taking great delight in the imprisonment and torture of innocent villagers beneath the moathouse. Lareth believes that a hidden entrance to the Underdark exists somewhere nearby.
- Lareth worships Vecna and has come to the moathouse to uncover the secrets hidden far beneath its walls—secrets which, if unearthed, could spell doom for the nearby village.
- Lareth worships Zehir and works for a coven of yuan-ti. He intends to set up a cult in the vicinity of Hommlet.

Inhabitants of the Moathouse

Although most of the creatures living within or beneath the moathouse owe at least a modicum of loyalty to the New Master, there remain several distinct factions.

Bandits: Lareth's first act was to buy the allegiance of the bandits who had settled in the moathouse. With his backing, the bandits have become more successful and cautious in their raids. They don't trust the bugbears or gnolls living in the dungeon level, but they remain loyal to Lareth.

Bugbears: These goblinoids symbolize Lareth's first major success in building the new army of the Temple of Elemental Evil. They represent a large tribe of goblins, hobgoblins, and bugbears based to the south.

Gnolls: Lareth has recently begun discussing an alliance with a local tribe of gnolls, and those here are his current guests. The gnolls don't get along with anyone else in the moathouse and won't lift a finger to help anyone but themselves.

Lareth's Guards: These humans were recruited by a dragonborn soldier named Drex (now their leader) in the nearby village of Nulb, a wretched hive of scum and villainy. They serve Lareth to the death.

Lubash the Ogre: The dim-witted ogre serves Lareth as long as the priest keeps him fed and happy.

Undead: Most of these creatures predate Lareth's arrival, though he has added to the number of zombies since resuming the vile tortures that once made this moathouse infamous. Lareth has built an uneasy alliance with the ghouls, though he worries that their presence might soon become troublesome.

Developments

Thanks to the proximity of Nulb and the temple, Lareth can recruit reinforcements from the surrounding regions to replace some or all of the lost bandits, guards, bugbears, and zombies.

Once the characters' assault on the moathouse begins, if they pause for more than one full day, refill one or two encounters to ensure that the characters have a reasonable challenge when they return. Don't worry about restocking every room (unless the characters take a particularly long break), but any partially defeated encounters can be replenished to full. The players shouldn't feel that their earlier efforts were wasted; instead, they should realize that the denizens of the moathouse have friends—and those friends aren't too far away.

Key to the Moathouse

There are two moathouse maps—one depicting the surface ruins and another depicting the dungeon beneath the ruins. Areas of interest are marked with numbers keyed to the text below.

1. The Pond: Five giant frogs call this pond—and the nearby moat—home. The moathouse bandits give them a wide berth.

See Encounter M-1: Entrance.

2. Empty Tower: This cobweb-filled tower holds nothing of interest except for a small ivory box buried under the rubble (Perception DC 22 to find). The box is worth 50 gp and holds 71 cp and 38 sp.

3. Ruined Courtyard: This empty yard is open to the sky. Two bandit archers watch the courtyard from area 4 at all times.

See Encounter M-2: Bandits.

4. Great Hall: Once a great audience chamber, this room now houses nine bandit archers under the command of the bandit leader. Bedrolls and supplies lie scattered around the room; the various packs and bags hold a total of 175 sp and 15 gp.

5. The Black Chamber: This room is floored in black flagstone, and tattered ebon-colored tapestries still hang from the walls. Once the home of the lord of the moathouse, this chamber now shelters the bandit leader. The door can be barred from the inside (Strength DC 20 to burst).

Buried beneath the rubble in the southeast corner is a locked chest (Thievery DC 22 to open; the bandit leader carries the key). The chest holds two treasure parcels (see the "Treasure" sidebar).

A secret door (Perception DC 20 to notice) hides a staircase leading down to area 14.

6. Stairs Up: This staircase originally led to the second floor of the moathouse (now destroyed). Today, a brave soul could use them to ascend to the unstable remains of that floor, which completely covers areas 5–10. The entire area is difficult terrain, and any time a character starts a turn in the area, he or she must succeed on a DC 12 Acrobatics check or fall prone as the floor crumbles slightly.

7. Stairs Down: These worn stone steps lead down to area 11.

8. Empty Room: Each of these rooms contains rotted furnishings and rubble from the upper story.

9. Drake's Nest: The bandits keep a barely trained rage drake here. None are yet brave enough to try riding it. Droppings litter the floor.

10. Barracks: The two normal bandits share this room. They like it because of the sight lines it allows to the north and west, and also for its proximity to an escape route.

11. Cell Block: This ancient prison hasn't had a living occupant since the original owners inhabited the moathouse long ago. Today, some of those long-dead prisoners still exist as horrid zombies.

See Encounter M-3: Cell Block.

12. Storeroom: The two rooms bearing this number are locked (Thievery DC 22 to open). Drex, the dragonborn soldier, carries the keys.

The southern room holds twelve suits of leather armor, six suits of chainmail, and several barrels (some holding salted meat, the others fine brandy). The brandy is all that's left of Gundigoot's missing shipment (confirmed by the distiller's mark).

The northern room holds twenty spears, twenty maces, ten halberds, ten crossbows, and two hundred crossbow bolts. A crate in the corner contains fifty black cloaks, each bearing the symbol of a golden eye on fire.

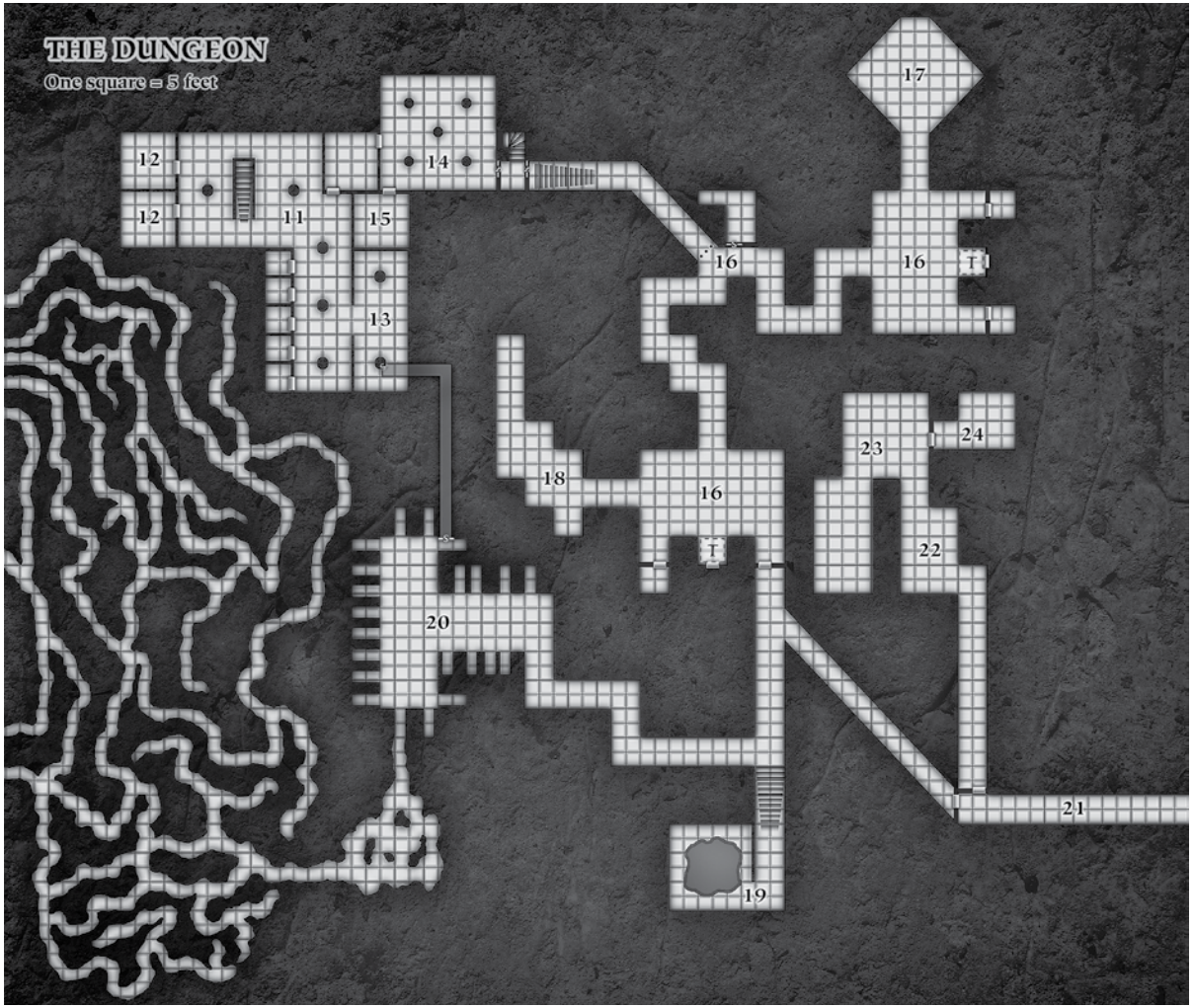
13. Torture Chamber: After long years of silent waiting, this horrific room has recently come alive once more at the hands of the New Master of the Moathouse, Lareth the Beautiful. Lareth takes care to capture individuals who won't be missed by the local villagers, to avoid suspicion.

See Encounter M-3: Cell Block.

14. Ogre's Den: The result of one of Lareth's more significant alliances, Lubash has been lured to service by baubles and the promise of fresh humanoid meat. Scattered around the room is a treasure parcel (see the "Treasure" sidebar).

Lubash joins any fight occurring in area 13. See Encounter M-3: Cell Block.

15. Pantry: The door to this room is barred from the outside, because within are three prisoners meant for Lubash's stewpot.



Two of the prisoners are human merchants from the city of Dyvers who were captured after leaving Hommlet a few days ago. They promise rewards if freed, and sure enough one treasure parcel arrives for the characters a month after their escape.

The third captive, a badly beaten gnome named Hadrus Winterwell, was caught by a local goblin tribe. If released, he grants one of the characters a plain iron ring as a gift. The bearer of this ring gains a +5 bonus to Diplomacy checks made with unaligned, good, or lawful good fey creatures within 100 miles of Hommlet, since it marks the bearer as being a friend of feykind.

16. Portcullis Trap: Hidden in the ceiling at this point is an iron portcullis (Perception DC 22 to spot). It remains locked and hidden until triggered.

The triggers for the portcullis trap are located at the two doors in nearby rooms marked "T." Each of these doors, when opened, reveals only a blank stone wall and causes the portcullis to drop along the dotted line marked on the map.

Once down, the wooden portcullis locks in place and can be lifted only with a DC 23 Strength check. Behind the secret door is a short tunnel that leads to a winch used to haul the portcullis back up (standard action, DC 12 Strength check).

17. Bugbear Recruits: A small group of bugbears, representatives of a larger tribe allied with Lareth and his masters, occupies this area.

See Encounter M-4: Bugbear Recruits.

18. Gnoll Den: Gnolls from a pack that Lareth bribed into allegiance live in this room. Recent losses and poor treatment have left them sullen and resentful.

See Encounter M-5: Gnoll Den.

19. Mysterious Pool: An enormous crayfish lurks in this freshwater pool. The pool also contains a treasure parcel (see the "Treasure" sidebar).

See Encounter M-6: Mysterious Pool.

20. Burial Crypts: The walls of this room are lined with deep alcoves. Though most of the niches are empty, fragments of coffins and splintered bones litter a few of them. Years ago, a small pack of ghouls tunneled in from the swamp. Today, they dine on victims provided by the New Master of the moathouse.

See Encounter M-7: The Crypt Keepers.

21. Escape Passage: At this point, the passageway begins to slope upward. After about 150 feet, the characters can feel a slight breeze from up ahead. Eventually, the tunnel comes out at the surface amid a clutter of rocks and brambles nearly 500 feet from the moathouse.

22. Guard Post: Lareth has stationed a number of guards here.

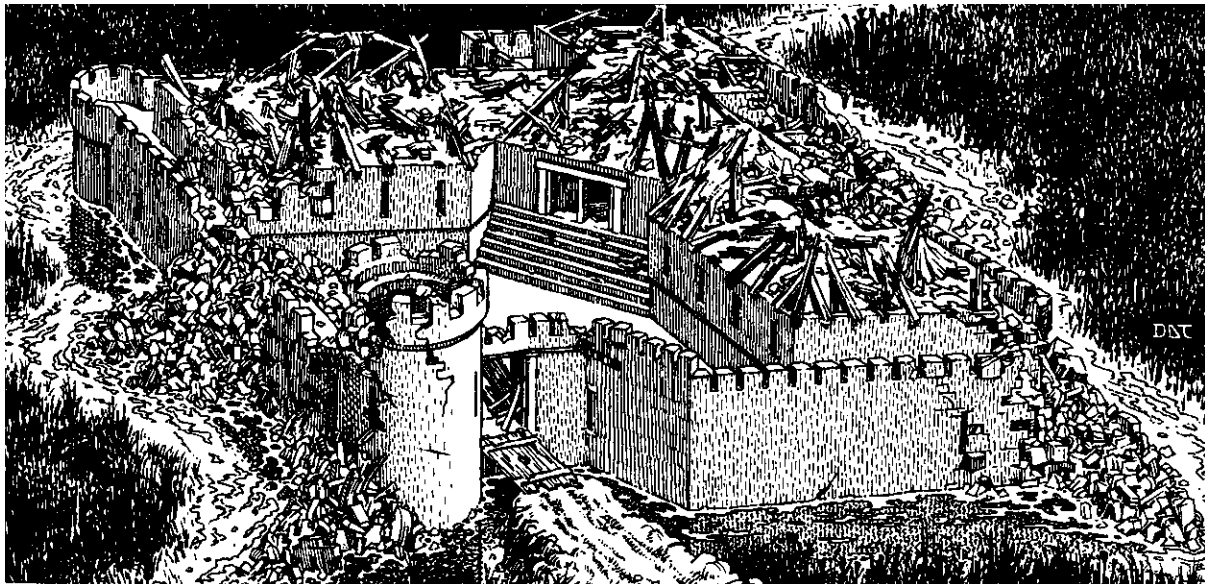
See Encounter M-8: The New Master.

23. Barracks: Lareth's retinue of soldiers lives here, amid piles of supplies.

See Encounter M-8: The New Master.

24. Chamber of the New Master: Lareth the Beautiful lives in this lavishly furnished room. Among the various luxuries are two treasure parcels (see the "Treasure" sidebar).

See Encounter M-8: The New Master.



Encounter M-1: Entrance

Encounter Level 3 (800 XP)

Setup

This encounter takes place in area 1. A rotting drawbridge provides access to the main level of the moathouse. The bandits don't use this entrance because of the pack of giant frogs that lives here, instead wading through the water and entering area 5 through the ruined wall.

This encounter refers to the moathouse map and includes the following creatures:

5 giant frogs (F)

Two frogs begin in the marked spaces (don't place them until the characters spot them); the rest arrive after combat begins, one per round until all five are present.

As the characters arrive at the moathouse, read:
A small ruined keep surrounded by an algae-filled moat stands in the middle of the bog. An ancient drawbridge lies open, allowing entrance into the main courtyard.

Perception Check
DC 19: *Two pairs of bulbous eyes stare at you from the shallow pond nearby.*
DC 22: *You see the glint of metal from the shallow pond.*

Features of the Area

Drawbridge: Though sturdy enough for up to two Medium creatures, the rotting wood gives way if three or more Medium creatures or a single Large creature steps upon it, dropping anyone on the bridge into the moat.

5 Giant Frogs (F)	**Level 3 Controller**
Medium natural beast	XP 150 each
HP 44; **Bloodied** 22	**Initiative** +5
AC 17, **Fortitude** 15, **Reflex** 16, **Will** 13	**Perception** +6
Speed 4, swim 6	
STANDARD ACTIONS	
⊕ **Bite ✦ At-Will**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 1d6 + 5 damage, and if the target is Medium or smaller, it is swallowed. A swallowed target is stunned and takes ongoing 5 damage (save ends both), and no creature has line of sight or line of effect to the target.	
Special: The frog can swallow only one creature at a time and cannot use *bite* while swallowing a creature.	
MOVE ACTIONS	
Prodigious Leap ✦ At-Will	
Effect: The frog jumps 4 squares. This movement does not provoke opportunity attacks.	
MINOR ACTIONS	
⊹ **Grasping Tongue ✦ At-Will** (1/round)	
Attack: Ranged 3 (one creature); +6 vs. Reflex	
Hit: The frog pulls the target 2 squares.	
Str 14 (+3) **Dex** 17 (+4) **Wis** 11 (+1)	
Con 12 (+2) **Int** 2 (-3) **Cha** 6 (-1)	
Alignment unaligned **Languages** –	

Moat: The moat is 8 to 10 feet deep, requiring characters to swim across (Athletics DC 10).

Pond: This shallow pool is difficult terrain. Half buried in the muck is a treasure parcel (see the "Treasure" sidebar).

Wall: The 10-foot-tall crumbling masonry walls have plenty of handholds, but a coating of moss and slime renders them surprisingly difficult to climb (Athletics DC 20).

Tactics

The giant frogs wait until a character enters the water or crosses the drawbridge before using *grasping tongue* to pull the unwary target in for a bite. They haven't eaten well lately, so they fight to the death.

Encounter M-2: Bandits

Encounter Level 4 (879 XP)

Setup

This encounter begins in area 3. Two bandit archers stand guard at the arrow slits between areas 3 and 4, while the rest relax. If they spot the characters, one sneaks back to area 5 to warn their leader while the other moves to area 9 to release the rage drake.

This encounter refers to the moathouse map and includes the following creatures:

Rage drake (R)
Bandit leader (L)
9 human bandit archers (A)
2 common bandits (B)

As the adventurers enter the courtyard, read:
Weeds and mud fill the cracks between the flagstones of this ruined courtyard. Arrow slits look down on the yard from two walls, and a pair of broken doors lies in shambles at the top of a short flight of steps.

Perception Check
DC 24: *You notice movement behind the two arrow slits at the top of the stairs.*

Features of the Area

Wall: The 10-foot-tall crumbling masonry walls have plenty of handholds, but a coating of moss and slime makes them difficult to climb (Athletics DC 20). The areas where the wall has been reduced to rubble require only a DC 10 Athletics check.

Arrow Slits: Creatures behind these arrow slits enjoy superior cover against attacks from the outside.

TREASURE

This adventure uses the "parcel" technique of treasure distribution described in the *Rules Compendium*™. You'll need eight parcels in addition to the nonparcel treasures already listed in the adventure.

Parcel 1: Magic item, level 8
Parcel 2: Magic item, level 7
Parcel 3: Magic item, level 6
Parcel 4: Magic item, level 5
Parcel 5: One 100-gp gem, two *potions of healing*, and 80 gp
Parcel 6: One 250-gp art object and 300 sp
Parcel 7: One *augmenting whetstone* and 65 gp
Parcel 8: One *potion of healing* and 40 gp

Tactics

The rage drake charges into the fray, going after the toughest enemy it can see. The common bandits follow the rage drake in, using the drake or each other to set up flanking positions. The bandits retreat to the great hall (area 4) if bloodied or if the rage drake falls.

The bandit leader commands the others from the safety of the great hall.

The archers move to the nearest arrow slits and rain down attacks on characters in the courtyard. If the rage drake is dropped or the characters push into the great hall, the archers fall back to provide artillery support for their allies.

The bandits don't chase retreating characters. If both the leader and the rage drake are defeated, the remaining bandits flee into the swamp, barring the door to area 5 if possible to slow pursuit.

Rage Drake (R) **Level 5 Brute**
Large natural beast (mount, reptile) XP 200

HP 77; **Bloodied** 38 **Initiative** +3
AC 17, **Fortitude** 18, **Reflex** 15, **Will** 16 **Perception** +4
Speed 8

Traits

Raging Mount (mount)
While the drake is bloodied, its rider gains a +2 bonus to attack rolls and damage rolls with melee attacks.

Standard Actions

Bite ✦ At-Will
Attack: Melee 1 (one creature); +10 vs. AC, or +12 vs. AC while the drake is bloodied
Hit: 2d10 + 5 damage, or 2d10 + 7 damage while the drake is bloodied.

Raking Charge ✦ At-Will
Effect: The drake charges and makes the following attack twice against the target of its charge in place of a melee attack.
Attack: Melee 1 (one creature); +10 vs. AC, or +12 vs. AC while the drake is bloodied
Hit: 1d6 + 4 damage, or 1d6 + 6 damage while the drake is bloodied.

Str 19 (+6) **Dex** 13 (+3) **Wis** 14 (+4)
Con 17 (+5) **Int** 3 (-2) **Cha** 12 (+3)
Alignment unaligned **Languages** –

Bandit Leader (L) **Level 3 Soldier**
Medium natural humanoid, human XP 150

HP 47; **Bloodied** 23 **Initiative** +5
AC 19, **Fortitude** 16, **Reflex** 15, **Will** 15 **Perception** +6
Speed 5

Standard Actions

Longspear (weapon) ✦ **At-Will**
Attack: Melee 2 (one creature); +8 vs. AC
Hit: 1d10 + 6 damage.
Effect: The target is marked until the end of the leader's next turn.

Crossbow (weapon) ✦ **At-Will**
Attack: Ranged 15 (one creature); +8 vs. AC
Hit: 1d8 + 7 damage.

Sweeping Strike (weapon) ✦ **Recharge** ⚄ ⚅
Attack: Melee 2 (one creature); +8 vs. AC
Hit: 1d10 + 11 damage, and the target falls prone.

Skills Streetwise +7, Thievery +8
Str 16 (+4) **Dex** 14 (+3) **Wis** 11 (+1)
Con 15 (+3) **Int** 10 (+1) **Cha** 15 (+3)
Alignment evil **Languages** Common
Equipment chainmail, longspear, crossbow, 20 bolts, key to the locked chest in area 5

9 Bandit Archers (A) **Level 2 Minion Artillery**
Medium natural humanoid, human XP 31 each

HP 1; a missed attack never damages a minion. **Initiative** +4
AC 16, **Fortitude** 14, **Reflex** 15, **Will** 12 **Perception** +6
Speed 6

Standard Actions

Spear (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 4 damage.

Crossbow (weapon) ✦ **At-Will**
Attack: Ranged 15 (one creature); +7 vs. AC
Hit: 4 damage, or 6 damage if the target has no cover.

Str 14 (+3) **Dex** 16 (+4) **Wis** 10 (+1)
Con 12 (+2) **Int** 10 (+1) **Cha** 10 (+1)
Alignment evil **Languages** Common
Equipment leather armor, spear, crossbow, 20 bolts

2 Common Bandits (B) **Level 2 Skirmisher**
Medium natural humanoid, human XP 125 each

HP 37; **Bloodied** 18 **Initiative** +6
AC 16, **Fortitude** 12, **Reflex** 14, **Will** 12 **Perception** +1
Speed 6

Traits

Combat Advantage
The bandit deals 1d6 extra damage against any creature granting combat advantage to it.

Standard Actions

Mace (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d8 + 5 damage, and the bandit can shift 1 square.

Dagger (weapon) ✦ **At-Will**
Attack: Ranged 10 (one creature); +7 vs. AC
Hit: 1d4 + 5 damage, and the bandit can shift 1 square.

Dazing Strike (weapon) ✦ **Recharge** when the attack misses
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d8 + 5 damage, and the target is dazed until the end of the bandit's next turn.
Effect: The bandit can shift 1 square.

Skills Stealth +9, Streetwise +7, Thievery +9
Str 12 (+2) **Dex** 17 (+4) **Wis** 11 (+1)
Con 13 (+2) **Int** 10 (+1) **Cha** 12 (+2)
Alignment unaligned **Languages** Common
Equipment leather armor, mace, 4 daggers

Encounter M-3: Cell Block

Encounter Level 5 (1,105 XP)

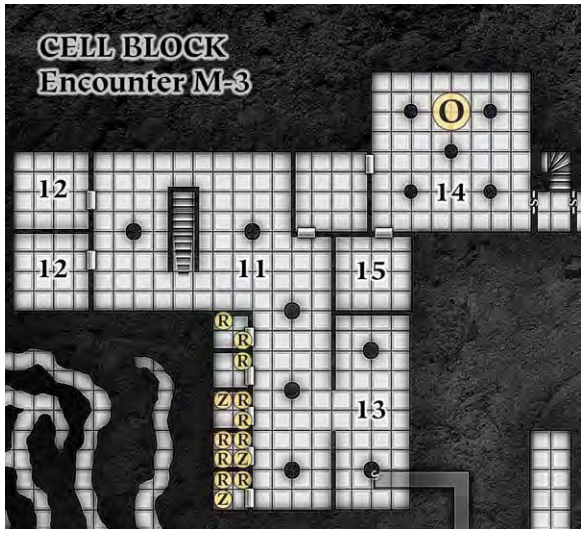
Setup

This encounter unfolds in areas 11–14. Don't place any monsters on the battlefield at the start. The zombies and zombie rotters begin out of sight in the cells, while Lubash the ogre starts in area 14.

If the characters make a lot of noise (perhaps in the act of breaking into one of the storerooms), the three nearest zombie rotters move into the room, drawn by the commotion. After battle begins, another cell of zombies shuffles out each round to join the fray.

If the characters remain quiet, the zombies enter combat only if the characters move into their line of sight.

When the fight starts, roll initiative for Lubash. Each round on his turn, roll a DC 12 Perception check to see if he hears the fight and joins in (after first lighting a torch so he can see).



This encounter includes the following creatures:
Lubash, ogre mercenary (O)
3 zombies (Z)
10 zombie rotters (R)

As the adventurers come down the stairs, read:
Light from above faintly illuminates the slime-crusted archway marking the bottom of the stairs. The smell of death and rot wafts up from below.

If the characters have light, read:
The stairway leads down to a pillared, L-shaped chamber. Rubble is piled against two doors along one wall.

Features of the Area

Locked Doors: The two doors leading to the storerooms (area 12) bear new, well-oiled locks (Thievery DC 22 to open).

Torture Equipment: Though many of the implements in the torture chamber (area 13) are corroded and rusty, a DC 12 Perception check reveals that some bear signs of recent use.

Blood Trail: A DC 17 Perception check made within the torture chamber (area 13) reveals a faint trail of dried blood leading to the southernmost pillar. The trail is no more than a few days old.

Hollow Pillar: The southernmost pillar in the torture chamber conceals a shaft that drops 20 feet to a tunnel leading to area 20. Iron rungs set in the stonework allow easy descent. Discovering the secret shaft requires a DC 22 Perception check.

Tactics

The zombies engage the nearest targets they can see, using *zombie grab* to keep them from escaping. The rotters swarm any character grabbed by a zombie, or the nearest character otherwise.

Lubash gives the zombies a wide berth, instead going after a character outside the fray. If he drops a character to 0 hit points, he drags that character to his pantry (area 15), leaving the rest to the mercy of the zombies.

Lubash

The zombies aren't allies of Lubash, but they don't attack the big ogre unless he's the only foe in sight. Similarly, the ogre doesn't bother to attack the zombies, retreating to his chamber if the characters flee or are defeated.

If any characters wear the garb of Lareth's men (a black cloak adorned with a yellow eye of fire), the ogre doesn't attack them, instead offering them sanctuary in his chamber.

Ogre Mercenary (O)	Level 8 Soldier
Large natural humanoid (giant)	XP 350
HP 93; **Bloodied** 46	**Initiative** +8
AC 24, **Fortitude** 22, **Reflex** 19, **Will** 19	**Perception** +6
Speed 8	
Standard Actions	
Morningstar (weapon) ✦ **At-Will**	
Attack: Melee 2 (one creature); +13 vs. AC	
Hit: 2d8 + 7 damage.	
Effect: The ogre marks the target until the end of the ogre's next turn.	
Handaxe (weapon) ✦ **At-Will**	
Attack: Ranged 10 (one creature); +13 vs. AC	
Hit: 1d8 + 7 damage.	
Brutal Sweep (weapon) ✦ **At-Will**	
Attack: Close blast 2 (creatures in the blast); +13 vs. AC	
Hit: 1d8 + 7 damage, and the target falls prone.	
Str 22 (+10) **Dex** 15 (+6) **Wis** 15 (+6)	
Con 21 (+9) **Int** 7 (+2) **Cha** 8 (+3)	
Alignment chaotic evil **Languages** Giant	
Equipment morningstar, 2 handaxes	

Encounter M-4: Bugbear Recruits

Encounter Level 5 (1,050 XP)

Setup

This encounter takes place in areas 16–17. The five bugbears in area 17 represent a large tribe of goblinoids that has thrown its lot in with Lareth's masters. They respect the New Master's power, and as a result they enjoy a high standing among his followers.

This encounter includes the following creatures:

Bugbear strangler (S)
4 bugbear warriors (W)

When the characters enter the southern chamber, read:

This room smells of refuse. You see a pile of trash and dim light to the north.

3 Zombies (Z)	Level 2 Brute
Medium natural animate (undead)	XP 125 each
HP 40; **Bloodied** 20	**Initiative** -1
AC 13, **Fortitude** 13, **Reflex** 9, **Will** 10	**Perception** +0
Speed 4	Darkvision
Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant	
Traits	
Zombie Weakness	
Any critical hit to the zombie reduces it to 0 hit points instantly.	
Standard Actions	
Slam ✦ **At-Will**	
Attack: Melee 1 (one creature); +6 vs. AC	
Hit: 2d6 + 2 damage.	
Zombie Grab ✦ **At-Will**	
Attack: Melee 1 (one creature); +4 vs. Reflex	
Hit: The target is grabbed (escape DC 18).	
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)	
Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)	
Alignment unaligned **Languages** –	

10 Zombie Rotters (R)	Level 3 Minion Brute
Medium natural animate (undead)	XP 38 each
HP 1; a missed attack never damages a minion.	**Initiative** -1
AC 14, **Fortitude** 14, **Reflex** 10, **Will** 11	**Perception** +0
Speed 4	Darkvision
Immune disease, poison; **Resist** 10 necrotic	
Standard Actions	
Slam ✦ **At-Will**	
Attack: Melee 1 (one creature); +8 vs. AC	
Hit: 6 damage.	
Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)	
Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)	
Alignment unaligned **Languages** –	

Features of the Area

Candles dimly illuminate the northern chamber, but the southern room is empty and dark. (The bugbears keep a pile of torches to light when they need to leave their chamber.)

Trash Pile: The bugbears dump their garbage here, specifically gnawed bones, scraps of cloth, and a few broken weapons.

Trigger Door: Opening the door marked "T" in the southern room reveals a bare stone wall and causes the portcullis in area 16 to drop. A DC 10 Perception check allows the characters to hear the heavy clang of the portcullis falling closed.

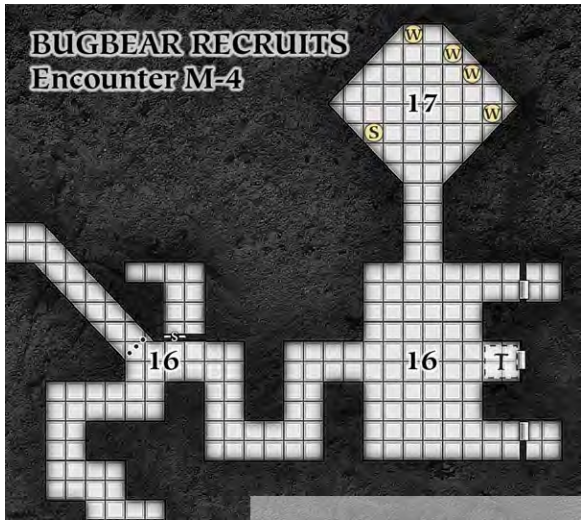
Tactics

If the bugbears notice any bright light or hear characters moving about in the southern room, they use Stealth to remain hidden while approaching the intruders.

When the battle begins, the bugbear warriors pair up against tough-looking characters, one using *skullthumper* to grant combat advantage to its partner, allowing the other bugbear to use *predatory eye* to increase its damage.

Meanwhile, the bugbear strangler tries to strangle a less agile-looking characters so that it can use that character as a shield.

The bugbears know that they can't count on either the ogre in area 14 or the gnolls in area 18 for assistance, so they fight to the death.



Bugbear Strangler (S)	**Level 6 Lurker**
Medium natural humanoid	XP 250
HP 58; **Bloodied** 29	**Initiative** +11
AC 16, **Fortitude** 12, **Reflex** 14, **Will** 12	**Perception** +5
Speed 7	Low-light vision

Standard Actions

⊕ **Morningstar** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d8 + 5 damage.

⸸ **Strangle** ✦ **At-Will**
Attack: Melee 1 (one creature granting combat advantage to the bugbear); +9 vs. Reflex
Hit: 2d8 + 5 damage, and the target is grabbed (escape DC 19).
Sustain Standard: 2d8 + 5 damage, and the grab persists until the end of the bugbear's next turn.

Minor Actions

Predatory Eye ✦ **Encounter**
Effect: The bugbear deals 1d6 extra damage on the next attack it makes against a target granting it combat advantage before the end of its next turn.

Triggered Actions

Body Shield ✦ **Recharge** ⚃ ⚄ ⚅
Trigger: An enemy makes a melee or ranged attack against the bugbear's AC or Reflex while the bugbear is grabbing a creature.
Effect (Immediate Interrupt): The grabbed creature becomes the target instead. The bugbear can't use this power to redirect attacks made by a creature it is grabbing.

Skills Intimidate +8, Stealth +12
Str 18 (+7) **Dex** 18 (+7) **Wis** 14 (+5)
Con 16 (+6) **Int** 10 (+3) **Cha** 10 (+3)
Alignment evil **Languages** Common, Goblin
Equipment leather armor, morningstar, rope garrote

4 Bugbear Warriors (W)	**Level 5 Brute**
Medium natural humanoid	XP 200 each
HP 76; **Bloodied** 38	**Initiative** +5
AC 18, **Fortitude** 17, **Reflex** 15, **Will** 14	**Perception** +4
Speed 6	Low-light vision

Standard Actions

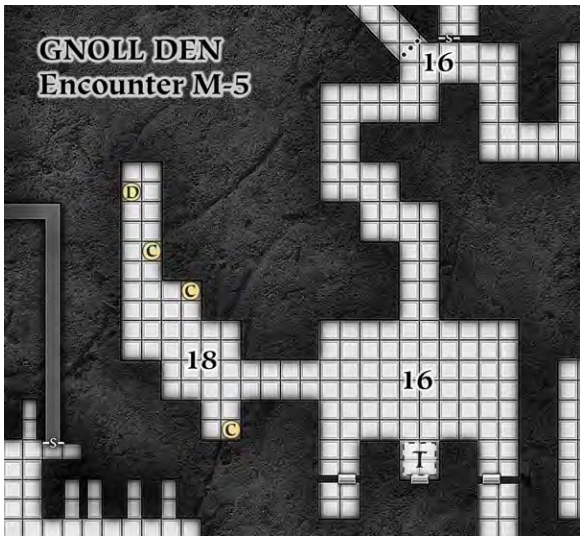
⊕ **Morningstar** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +10 vs. AC
Hit: 2d8 + 7 damage.

⸸ **Skullthumper** (weapon) ✦ **Encounter**
Attack: Melee 1 (one creature granting combat advantage to the bugbear); +8 vs. Fortitude
Hit: 2d8 + 7 damage, and the target falls prone and is dazed (save ends).

Minor Actions

Predatory Eye ✦ **Encounter**
Effect: The bugbear deals 1d6 extra damage on the next attack it makes against a target granting it combat advantage before the end of its next turn.

Skills Intimidate +7, Stealth +9
Str 20 (+7) **Dex** 16 (+5) **Wis** 14 (+4)
Con 16 (+5) **Int** 10 (+2) **Cha** 10 (+2)
Alignment evil **Languages** Common, Goblin
Equipment hide armor, morningstar



Encounter M-5: Gnoll Den

Encounter Level 5 (1,100 XP)

Setup

This encounter takes place in areas 16 and 18. Four gnolls are holed up in area 18. Their pack has lost several members on recent raids. They grow impatient with Lareth, and they are frustrated by the greater status he grants the bugbears in area 17.

This encounter includes the following creatures:
Gnoll demonic scourge (D)
3 gnoll claw fighters (C)

When the characters enter the eastern chamber, read:
This dark room stinks of wet fur. Dim light can be seen to the west.

Features of the Area

A single sputtering torch lights the western room where the gnolls live. The eastern room is dark.

Beds: The western chamber (area 18) contains rudimentary beds made from furs, torn blankets, and branches. There are many more beds than gnolls (due to their recent losses).

Trigger Door: Opening the door marked "T" in the eastern room reveals a bare stone wall and causes the portcullis in area 16 to drop. A DC 12 Perception check allows the characters to hear the heavy clang of the portcullis falling closed.

Tactics

The gnolls gang up on a single character to benefit from *pack attack*. If only a single claw fighter is left, it offers to share information in exchange for its life. If the characters accept, it tells them how to find "the

New Master" and identifies the locations and numbers of guards in the dungeon before it leaves through the secret exit passage (area 21). This gnoll survivor returns to its tribe, bringing tales of the vulnerability of their would-be allies in the Elemental Evil cult. (Future encounters with gnolls allied with the temple should be reduced in difficulty to reflect their dissatisfaction with the cult.)

Gnoll Demonic Scourge (D) **Level 8 Brute (Leader)**
Medium natural humanoid XP 350

HP 106; **Bloodied** 53 **Initiative** +6
AC 20, **Fortitude** 21, **Reflex** 18, **Will** 18 **Perception** +5
Speed 7 Low-light vision

Traits

☼ **Leader of the Pack ✦ Aura** 5
Allies in the aura gain a +1 bonus to attack rolls, or +2 while the demonic scourge is bloodied.

Bloodlust
If the demonic scourge bloodies an enemy with a melee attack, an ally adjacent to the struck enemy can make a melee attack against that enemy as an immediate reaction.

Pack Attack
The demonic scourge's attacks deal 5 extra damage to any enemy that has two or more of the demonic scourge's allies adjacent to it.

Standard Actions

⨁ **Heavy Flail** (weapon) **✦ At-Will**
Attack: Melee 1 (one creature); +13 vs. AC
Hit: 2d6 + 13 damage, or 2d6 + 15 while bloodied. If the target is bloodied after taking this damage, it falls prone.

Free Actions

Overwhelming Attack ✦ Encounter
Effect: The demonic scourge's *bloodlust* trait applies to two allies instead of one until the end of its current turn.

Skills Insight +10, Intimidate +11, Religion +10
Str 20 (+9) **Dex** 14 (+6) **Wis** 12 (+5)
Con 16 (+7) **Int** 13 (+5) **Cha** 15 (+6)
Alignment chaotic evil **Languages** Abyssal, Common
Equipment hide armor, heavy flail

3 Gnoll Claw Fighters (C) **Level 6 Skirmisher**
Medium natural humanoid XP 250 each

HP 70; **Bloodied** 35 **Initiative** +7
AC 20, **Fortitude** 18, **Reflex** 16, **Will** 15 **Perception** +6
Speed 8 Low-light vision

Traits

Pack Attack
The claw fighter's attacks deal 5 extra damage to any enemy that has two or more of the claw fighter's allies adjacent to it.

Standard Actions

⨁ **Claw ✦ At-Will**
Attack: Melee 1 (one creature); +11 vs. AC
Hit: 2d6 + 7 damage, or 2d6 + 9 while bloodied.

⨁ **Clawing Charge ✦ At-Will**
Effect: When it charges, the claw fighter uses *claw* twice against a single target.

⨁ **Mobile Melee Attack ✦ At-Will**
Effect: The claw fighter can move up to 4 squares and use *claw* at any point during that movement. The claw fighter does not provoke opportunity attacks when moving away from the target of its attack.

Skills Intimidate +6
Str 19 (+7) **Dex** 15 (+5) **Wis** 12 (+4)
Con 14 (+5) **Int** 9 (+2) **Cha** 7 (+1)
Alignment chaotic evil **Languages** Abyssal, Common
Equipment leather armor

Encounter M-6: Mysterious Pool

Encounter Level 4 (875 XP)

Setup

This encounter takes place in area 19. When the original builders of the moathouse dug out this dungeon, they discovered a natural source of fresh water. Since that time, a large subterranean crayfish found its way into the pool from an underground stream. Over the years, strange magical energy from an unknown source caused this creature to grow until it was too large to leave the pool.

Today it jealously guards its lair, devouring stray creatures that wander in. Lareth has left it alone so far, but every now and then, one of his troops gets too close and becomes a snack.

This encounter features the following creature:
Giant crayfish (C)

If the characters bring light into the room, read:
Cool, damp air clings to you as you look out over a large, dark pool. Faint ripples move across the water.

Giant Crayfish (C) **Level 4 Solo Soldier**
Large natural beast (blind) XP 875

HP 224; **Bloodied** 112 **Initiative** +6
AC 20, **Fortitude** 20, **Reflex** 17, **Will** 16 **Perception** +3
Speed 2, swim 4 Blindsight 5
Saving Throws +5; **Action Points** 2

Traits

Bloodied Rage
While the crayfish is bloodied, it takes a -2 penalty to attack rolls and defenses but gains a +5 bonus to damage rolls.

Natural Camouflage
If the crayfish begins its turn underwater, it becomes invisible until it moves or attacks.

Standard Actions

⨁ **Claw ✦ At-Will**
Attack: Melee 1 (one creature); +9 vs. AC
Hit: 1d8 + 8 damage, and the target is grabbed (DC 14).
Special: If the crayfish has two creatures grabbed, it cannot make *claw* attacks.

⨁ **Double Attack ✦ At-Will**
Effect: The crayfish uses *claw* twice.

⨁ **Pincer Crush ✦ At-Will**
Effect: The crayfish makes the following attack against each creature grabbed by it.
Attack: Melee 1 (one creature grabbed by the crayfish); +7 vs. Fortitude
Hit: 4d8 + 18 damage.
Miss: Half damage.

Skills Stealth +9
Str 20 (+7) **Dex** 15 (+4) **Wis** 12 (+3)
Con 16 (+5) **Int** 1 (-3) **Cha** 5 (-1)
Alignment unaligned **Languages** –

Perception Check
DC 14: *You spot the gleam of treasure at the bottom of the pool.*
DC 19: *You can't be sure, but you think those ripples are caused by something large hiding in the water.*

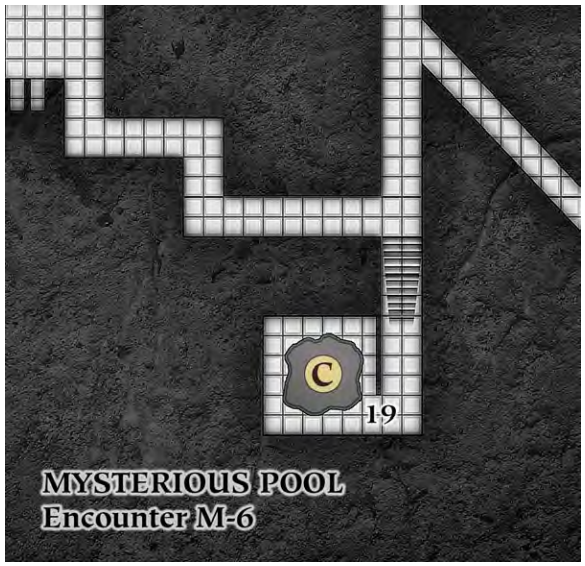
Features of the Area

This room is dark.

Pool: This steep-sided pool is filled with cool fresh water from an underground stream. The edges are shallow (difficult terrain), but the central portion quickly drops away to a depth of 10 feet (allowing the giant crayfish to lurk unseen). Scattered along the bottom of the pool is a treasure parcel (see the "Treasure" sidebar).

Tactics

The crayfish lurks in the pool, using its *natural camouflage* to remain invisible and its blindsight to detect approaching characters. When a character moves within 2 squares of the pool, the crayfish crawls out and attacks. It has grown far too big to leave the way it came in, so it fights intruders to the death.



Encounter M-7: The Crypt Keepers

Encounter Level 3 (800 XP)

Setup

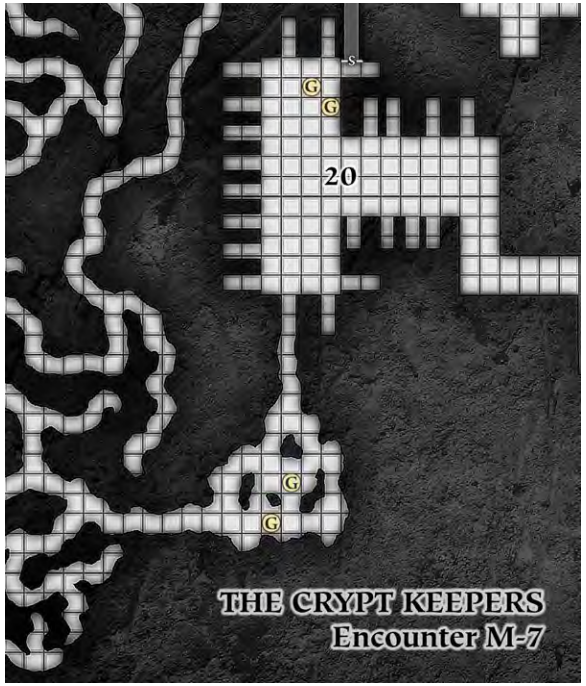
This encounter takes place in area 20. Four ghouls inhabit this crypt, fed by the regular arrival of victims thanks to the New Master. Two ghouls crouch in the northern portion of the crypt, sucking the marrow from the bones of their last meal. The other two rest in the dug-out den to the south.

This encounter includes the following creatures:
4 ghouls (G)

When the adventurers enter the crypt from the main hallway, read:
A dusty crypt lies before you. Most of the burial niches are empty and appear unused, while a few hold crumbling bits of wood and bone.

If the adventures enter through the secret tunnel, instead read:
The narrow tunnel opens into a burial alcove, with fragments of coffin and bone strewn across the floor.

Perception Check
DC 17: *Some of the bone fragments have been gnawed and split open.*
DC 21: *You hear the sound of bones cracking from around the corner.*



Features of the Area

Tunnel Network: The warren of narrow tunnels leading out from the crypt quickly becomes maze-like. Characters who don't take care to mark their trail become lost after a few hundred feet, finding their way back only with a DC 24 Dungeoneering or Perception check (one check per hour; any number of characters can assist with either skill).

Tactics

The ghouls to the north drop their meal as soon as they notice the characters; on the next round, the ghouls in the southern den sneak up behind the distracted characters.

If any character becomes stunned or unconscious, the ghouls attempt to grab that character and drag him or her toward the den to be devoured.

4 Ghouls (G)	Level 5 Soldier
Medium natural humanoid (undead)	XP 200 each
HP 63; **Bloodied** 31	**Initiative** +8
AC 21, **Fortitude** 17, **Reflex** 19, **Will** 16	**Perception** +2
Speed 8, climb 4	Darkvision
Immune disease, poison; **Resist** 10 necrotic	
Traits	
Weakened Paralysis	
Whenever the ghoul takes radiant damage, one creature immobilized or stunned by the ghoul can make a saving throw against one of those effects.	
Standard Actions	
⊕ **Claws ✦ At-Will**	
Attack: Melee 1 (one creature); +10 vs. AC	
Hit: 2d6 + 6 damage, and the target is immobilized (save ends).	
⸸ **Ghoulish Bite ✦ At-Will**	
Attack: Melee 1 (one immobilized, restrained, stunned, or unconscious creature); +10 vs. AC	
Hit: 4d6 + 6 damage, and the target is stunned (save ends).	
Skills Stealth +11	
Str 14 (+4) **Dex** 19 (+6) **Wis** 11 (+2)	
Con 15 (+4) **Int** 10 (+2) **Cha** 12 (+3)	
Alignment chaotic evil **Languages** Common	

Encounter M-8: The New Master

Encounter Level 6 (1,260 XP)

Setup

This encounter unfolds in areas 22–24. Lareth the Beautiful, a chaotic evil priest known to his servants as "the New Master," resides here with his personal retinue of guardians.

Each creature here wears a black tunic and a black cloak bearing an embroidered eye of golden fire.

This encounter includes the following creatures:

Lareth the Beautiful (L)
Drex, dragonborn soldier (D)
3 human guards (H)
10 human goons (G)

When the characters open the door into area 22, read:

Behind the door lies a surprisingly clean and well-lit passageway. A few humans dressed in ratty black cloaks and bearing the emblem of a golden eye of fire stand guard.

When the characters reach area 24, read:

Thick rugs cover the floor, and soft chairs and a couch seem out of place in the dungeon setting. A burning brazier filled with incense fills the chamber with a warm fragrance.

Features of the Area

Keys: Drex carries the keys to area 12.

Supplies: The southwestern room holds salted meat, barrels of watery wine, and biscuits—enough to keep the troops here fed for weeks.

Writing Desk: This table in Lareth's chamber contains papers, ink, and notes written to "L" from "RD" detailing recent events in Hommlet. These messages come from the trader Rannos Davl and might lead the characters back to him. Hidden in a secret drawer (Perception DC 22 to find) is a half-written letter from "L" to "H" describing the current troop numbers in the moathouse and asking for orders. Let the characters wonder as to the identity of the mysterious H; you can determine Lareth's ultimate master.

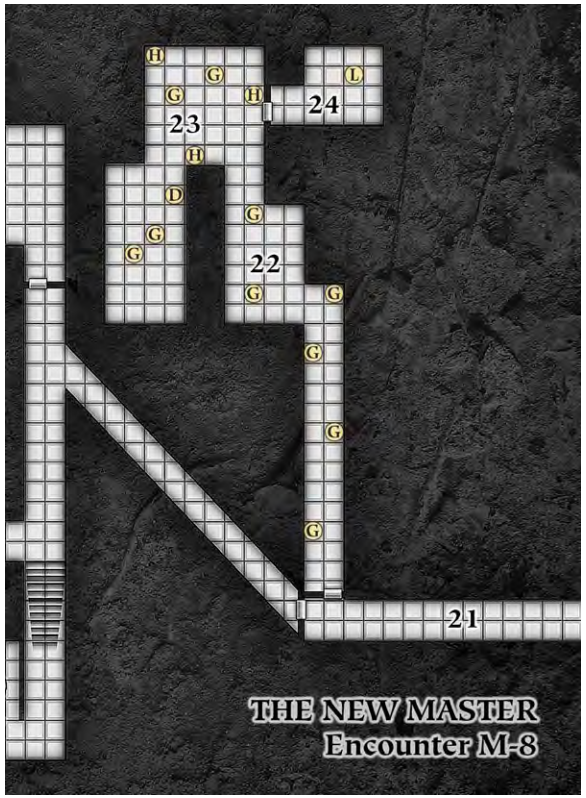
Tactics

The human goons engage immediately, shouting for reinforcements. The guards use the reach of their halberds to attack from the second rank (or fire their crossbows if melee combat isn't possible). Together, these humans slowly give ground to the characters, trying to draw them into area 23 to surround them.

The dragonborn soldier, Drex, waits for the goons to wear down the characters a bit before entering combat; he knows how easily they can be replaced.

Lareth stays behind his troops, using *ward of vitality* to keep them fighting and *commanding voice* and *curse of blindness* to hamper enemies. He enters melee if necessary, using *scepter* to daze the characters for his allies' attacks. When bloodied, he lashes out angrily at the one who dared to mar his handsome visage.

If Lareth is bloodied and his forces are on the verge of defeat, the evil priest offers to trade vital information in exchange for his safe release. It's up to the DM to determine exactly what this information is—and how truthful or useful it is—but keep in mind Lareth's cunning and thirst for survival. He's not above ratting out his newfound allies (such as giving up the location of the tribe of gnolls from which the pack in area 18 comes) to save his own skin. Of course, he also bears a wicked grudge. . . .



Lareth (L) **Level 4 Elite Controller (Leader)**
Medium natural humanoid, human XP 350

HP 104; **Bloodied** 52 **Initiative** +2
AC 18, **Fortitude** 16, **Reflex** 15, **Will** 17 **Perception** +4
Speed 5
Saving Throws +2; **Action Points** 1

Traits

☼ **Ward of Vitality ✦ Aura** 5
Allies that start their turns in the aura gain 3 temporary hit points as long as Lareth is not bloodied.

Standard Actions

⨭ **Scepter** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +13 vs. AC
Hit: 2d6 + 5 damage, and the target is dazed until the end of Lareth's next turn.

✧ **Commanding Voice** (psychic) ✦ **Encounter**
Attack: Close burst 5 (enemies in the burst); +7 vs. Will
Hit: 1d8 + 8 psychic damage, and Lareth slides the target up to 2 squares.

✧ **Curse of Blindness** (necrotic) ✦ **Encounter**
Attack: Close burst 3 (enemies in the burst); +7 vs. Fortitude
Hit: 1d6 + 6 necrotic damage, and the target is blinded (save ends).

Triggered Actions

Terrible Visage ✦ Encounter
Trigger: An enemy bloodies Lareth with an attack.
Effect (No Action): Until the end of the encounter, Lareth gains a +2 bonus to melee attack rolls and melee damage rolls against the triggering enemy.

Skills Bluff +11, Diplomacy +11, Religion +9
Str 16 (+5) **Dex** 11 (+2) **Wis** 14 (+4)
Con 12 (+3) **Int** 15 (+4) **Cha** 18 (+6)
Alignment chaotic evil **Languages** Abyssal, Common
Equipment plate armor, light shield, scepter, *phylactery of action*, black cloak, black tunic

Phylactery of Action Level 3 Uncommon
When tied around your arm, this black leather box lets your mind or body escape restraint.
Arms Slot 680 gp
Utility Power ✦ Encounter (No Action)
Effect: Reroll a saving throw against any effect on you that applies one or more of these conditions: dazed, immobilized, petrified, restrained, or stunned. You must use the new result, even if it is lower.

Dragonborn Soldier (D) **Level 5 Soldier**
Medium natural humanoid XP 200

HP 63; **Bloodied** 31 **Initiative** +6
AC 21, **Fortitude** 18, **Reflex** 16, **Will** 15 **Perception** +3
Speed 5

Standard Actions

⨭ **Longsword** (weapon) ✦ **At-Will**
Attack: Melee 1 (one creature); +10 vs. AC, or +11 vs. AC while the dragonborn is bloodied
Hit: 1d8 + 9 damage.

Minor Actions

✧ **Dragon Breath** (cold) ✦ **Encounter**
Attack: Close blast 3 (creatures in the blast); +8 vs. Reflex
Hit: 1d6 + 4 cold damage.

Triggered Actions

⸸ **Impetuous Spirit** (weapon) ✦ **At-Will**
Trigger: An enemy leaves a square adjacent to the dragonborn.
Effect (Immediate Interrupt): The dragonborn uses *longsword* against the triggering enemy.

⸸ **Martial Recovery** (weapon) ✦ **Recharge** when the dragonborn uses *impetuous spirit*
Trigger: The dragonborn misses an enemy with *longsword*.
Effect (Free Action): The dragonborn uses *longsword* against the triggering enemy again.

Str 16 (+5) **Dex** 15 (+4) **Wis** 12 (+4)
Con 15 (+4) **Int** 11 (+2) **Cha** 7 (+1)
Alignment unaligned **Languages** Common, Draconic
Equipment scale armor, light shield, longsword

Lareth the Beautiful

Conclusion

Defeating Lareth ends the threat of the moathouse. Though the characters might still have a few loose ends to tie up (such as the treacherous traders in Hommlet), the downfall of the evil priest concludes the action of this adventure.

See the next page for suggestions on how to build an ongoing campaign around the village of Hommlet.

3 Human Guards (H)	Level 3 Soldier
Medium natural humanoid, human	XP 150 each
HP 47; **Bloodied** 23	**Initiative** +5
AC 19, **Fortitude** 16, **Reflex** 15, **Will** 14	**Perception** +6
Speed 5	
Standard Actions	
⊕ **Halberd** (weapon) ✦ **At-Will**	
Attack: Melee 2 (one creature); +8 vs. AC	
Hit: 1d10 + 6 damage, and the target is marked until the end of the guard's next turn.	
⸸ **Powerful Strike** (weapon) ✦ **Recharge** ⚄ ⁞⁞	
Attack: Melee 2 (one creature); +8 vs. AC	
Hit: 1d10 + 10 damage, and the target falls prone.	
⤖ **Crossbow** (weapon) ✦ **At-Will**	
Attack: Ranged 15 (one creature); +8 vs. AC	
Hit: 1d8 + 7 damage.	
Skills Streetwise +7	
Str 16 (+4) **Dex** 14 (+3) **Wis** 11 (+1)	
Con 15 (+3) **Int** 10 (+1) **Cha** 12 (+2)	
Alignment unaligned **Languages** Common	
Equipment chainmail, halberd, crossbow, 20 bolts	

10 Human Goons (G)	Level 2 Minion Soldier
Medium natural humanoid	XP 31 each
HP 1; a missed attack never damages a minion. **Initiative** +3	
AC 15, **Fortitude** 13, **Reflex** 11, **Will** 11	**Perception** +2
Speed 6	
Traits	
Mob Rule	
While at least two other human goons are within 5 squares of the goon, it gains a +2 power bonus to all defenses.	
Standard Actions	
⊕ **Club** ✦ **At-Will**	
Attack: Melee 1 (one creature); +7 vs. AC	
Hit: 5 damage.	
Str 14 (+3) **Dex** 11 (+1) **Wis** 12 (+2)	
Con 12 (+2) **Int** 9 (+0) **Cha** 13 (+2)	
Alignment unaligned **Languages** Common	
Equipment club	

Where Do We Go from Here?

Of course, suspicious characters have plenty of reasons to believe that the evil rising around Hommlet is far from over. If you want to expand this adventure into a campaign arc, consider the following options:

Cult Agents: The characters' actions in Hommlet and the moathouse do not go unnoticed by Lareth's masters. A few weeks after the overthrow of the New Master, the characters and their friends are targeted by spies, thieves, or assassins seeking to learn more about—or end the lives of—the adventurers responsible for Lareth's defeat. These attacks continue over the course of the next few months, until the characters realize they must take action. The foes could take a number of forms, depending on your campaign:

- A pack of demon-eye gnolls led by a fang of Yeenoghu (*Monster Vault*, page 145–146) sneaks into Hommlet at night to attack the characters.
- A doppelganger sneak (*Monster Vault*, page 61) poses as a sage interested in learning whatever the characters discovered in the moathouse, particularly any clues that would lead them to meddle in the affairs of Lareth's masters.
- A squad of hobgoblin battle guards led by a hobgoblin commander (*Monster Vault*, pages 157–158) begins attacking merchants near Hommlet, hoping to draw the characters into an ambush.
- A gang of zombies and zombie rotters (see Encounter M-3) wanders into the village, attacking everyone they see. While the characters fight off the attack, a pair of tiefling furies (*Monster Vault*, page 262) rifle through their quarters.

Nulb: This ramshackle gathering of outlaws, bandits, river pirates, and thieves lies about 30 miles down the eastern road from Hommlet. Despite its dilapidated state, the turf and mud-brick village holds roughly 100 dastardly souls loyal to the highest bidder. Any investigation of the return of the Temple of Elemental Evil must begin here, among the cutpurses and cutthroats of Nulb.

Temple of Elemental Evil: The magnificent ruins of the temple stand a few miles south of Nulb, choked by weeds and brambles. Bandits loyal to the cult occupy these ruins, guarding against casual intruders while maintaining the facade of disuse.

Beneath the surface, however, a vast dungeon complex teems with cultists and horrible monsters. Four rival temples, each dedicated to one of the principle elements of earth, air, fire, and water, vie for control of the overall temple. Meanwhile, the high lords of the cult plot to unleash a powerful demon imprisoned in the dungeon's depths.

Overthrowing the entire temple should be a massive undertaking, requiring many sessions and several levels of play.

About the Author

Andy Collins is a writer and game designer. His credits include co-design work on the core rulebooks for versions 3.5 and 4.0 of Dungeons & Dragons® as well as an extensive list of sourcebooks for D&D and other roleplaying games. He currently works as the Lead Story Designer for Marvel Heroes, an Action MMORPG published by Gazillion Entertainment. He's exactly as big a nerd as this bio suggests.

AUTHOR'S END NOTE

First, I have to confess, I never owned the original *Village of Hommlet*.

By the time I got into D&D in 1981, there were (at least it seemed) plenty of other adventures to choose from. Since my youthful DM exuberance ran to dungeons, not villages, I never bothered to pick it up (though the Jeff Dee ghouls on the cover always intrigued me).

But when *The Temple of Elemental Evil* came out in 1985, I grabbed it immediately as the foundation of my next D&D campaign. I carried it to Chinook Middle School every day for weeks to study its pages between assignments. I wrote up elaborate versions of the Nodes (which I still have in a plastic binder that proudly proclaims "By Andy Collins with Gary Gygax and Frank Mentzer"). And yes, I named every single person in the village, just like Gary suggested in the Introduction.

My game group still talks about that campaign. We remember when Ratheof the halfling thief got his hands chopped off by a trap while he was exploring the dungeon by himself (my brother Greg wanted to find "Christmas presents" for the other characters). We remember Breygon the cavalier wading through enemies with Scather, the *sword of answering*. But most of all, we remember countless hours of action, dice-rolling, roleplaying, and laughter.

So whether you're returning to the village after a long absence or visiting for the first time, welcome to Hommlet . . . and beware the giant frogs!

–Andy Collins

COMING NEXT MONTH

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